Stengel William P Form 4 March 05, 2013

### FORM 4

Check this box

if no longer

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

**OMB APPROVAL** 

Number: January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per 0.5

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

response...

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Stengel William P			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HOLLY ENERGY PARTNERS LP [HEP]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	XDirector10% Owner Officer (give titleOther (specify below) below)			
72 ROSSMORE ROAD			03/01/2013	below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BRUNSWICK	, ME 04011		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Units	03/01/2013		S	2,500	D	\$ 40.736 (1)	14,056 (2)	D		
Common Units	03/04/2013		S	2,000	D	\$ 40.936 (3)	12,056	D		
Common Units	03/05/2013		S	1,500	D	\$ 42.4015 (4)	10,556	D		
Common Units							1,000 (2)	I	by Wife	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
					Exercisable	Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stengel William P
72 ROSSMORE ROAD X
BRUNSWICK, ME 04011

## **Signatures**

Walter W. Zimmerman, Attorney in Fact

Date

03/05/2013

\*\*Signature of Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported is the weighted average sale price for the 2500 units sold. The sale prices ranged from a low of \$40.70 per unit to a high of \$40.75 per unit. The reporting person undertakes to provide to Holly Energy Partners, L.P., any security holder of Holly Energy Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the range set forth in this footnote.
- (2) The reporting person's ownership was adjusted to reflect the 2-for-1 unit split of Holly Energy Partners, L.P. common units, which occurred on January 16, 2013.
- The price reported is the weighted average sale price for the 2000 units sold. The sale prices ranged from a low of \$40.87 per unit to a high of \$41.00 per unit. The reporting person undertakes to provide to Holly Energy Partners, L.P., any security holder of Holly Energy Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the range set forth in this footnote.

Reporting Owners 2

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The price reported is the weighted average sale price for the 1500 units sold. The sale prices ranged from a low of \$42.40 per unit to a high of \$42.41 per unit. The reporting person undertakes to provide to Holly Energy Partners, L.P., any security holder of Holly Energy Partners, L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of units sold at each separate price within the range set forth in this footnote.

#### **Remarks:**

Mr. Stengel is an outside director of Holly Logistic Services, L.L.C. Holly Logistic Services, L.L.C. is the general partner of F. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.