

Bradshaw Steven M
Form 4/A
November 14, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bradshaw Steven M

2. Issuer Name and Ticker or Trading Symbol
Blueknight Energy Partners, L.P.
[BKEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6120 SOUTH YALE AVENUE, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

TULSA, OK 74136

4. If Amendment, Date Original Filed(Month/Day/Year)
10/27/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Units	\$ 6.5	10/25/2011	X		3,565		09/29/2011	<u>(3)</u>	Common Units <u>(2)</u>	3,565

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradshaw Steven M 6120 SOUTH YALE AVENUE SUITE 500 TULSA, OK 74136	X			

Signatures

/s/ Steven M. Bradshaw
 11/14/2011
 **Signature of Reporting Person Date

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).
- (1) This amendment is being filed to reflect Mr. Bradshaw's purchase of an additional 318 Series A Preferred Units in respect of the fulfillment of certain over-subscription rights exercised by Mr. Bradshaw in the rights offering. The pro-ratio calculations related to over-subscription rights were not made by the subscription agent until after the close of the rights offering on October 31, 2011. On November 10, 2011, Mr. Bradshaw was informed that he received the additional 318 Series A Preferred Units.
- (2) The Series A Preferred Units are convertible into common units. The terms of the Series A Preferred Units are more fully described in BKEP's Form 8-A filed on September 27, 2011.
- (3) Not applicable.

Remarks:

Mr. Bradshaw is a director of Blueknight Energy Partners G.P., L.L.C., the general partner of Blueknight Energy Partners, L.P.
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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