

HOLLY ENERGY PARTNERS LP  
Form 4  
August 04, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CLIFTON MATTHEW P

2. Issuer Name and Ticker or Trading Symbol  
HOLLY ENERGY PARTNERS LP [HEP]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
100 CRESCENT COURT, SUITE 1600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2008

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

DALLAS, TX 75201

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V	Amount			
Common Units	08/01/2008		P			100	\$ 33.9	46,802	D
Common Units	08/01/2008		P			100	\$ 33.91	46,802	D
Common Units	08/01/2008		P			100	\$ 33.92	46,802	D
Common Units	08/01/2008		P			100	\$ 34.01	46,802	D
Common Units	08/01/2008		P			600	\$ 34.03	46,802	D

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Common Units	08/01/2008	P	100	A	\$ 34.06	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.11	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.12	46,802	D
Common Units	08/01/2008	P	200	A	\$ 34.15	46,802	D
Common Units	08/01/2008	P	300	A	\$ 34.19	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.2	46,802	D
Common Units	08/01/2008	P	1,200	A	\$ 34.25	46,802	D
Common Units	08/01/2008	P	400	A	\$ 34.27	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.28	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.34	46,802	D
Common Units	08/01/2008	P	200	A	\$ 34.35	46,802	D
Common Units	08/01/2008	P	275	A	\$ 34.4	46,802	D
Common Units	08/01/2008	P	1,500	A	\$ 34.6	46,802	D
Common Units	08/01/2008	P	200	A	\$ 34.66	46,802	D
Common Units	08/01/2008	P	200	A	\$ 34.68	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.7	46,802	D
Common Units	08/01/2008	P	200	A	\$ 34.75	46,802	D
Common Units	08/01/2008	P	218	A	\$ 34.77	46,802	D
Common Units	08/01/2008	P	100	A	\$ 34.78	46,802	D
Common Units	08/01/2008	P	300	A	\$ 34.8	46,802	D
	08/01/2008	P	100	A	\$ 34.9	46,802	D

Common  
Units

Common Units 08/01/2008 P 307 A \$ 34.91 46,802 D

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLIFTON MATTHEW P 100 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	X		Chairman and CEO	

## Signatures

Walter W. Zimmerman, attorney  
in fact 08/04/2008

\*\*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).

**Remarks:**

Mr. Clifton is Chairman and Chief Executive Officer of Holly Logistic Services, L.L.C. Holly Logistic Services, L.L.C. is the

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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