Buckeye GP Holdings L.P. Form 3 August 25, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Buckeye GP Holdings L.P. [BGH] Carlyle/Riverstone BPL (Month/Day/Year) 08/09/2006 Holdings II, L.P. (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O RIVERSTONE HOLDINGS (Check all applicable) LLC. 712 FIFTH AVENUE. 51ST FLOOR _X_ 10% Owner Director (Street) Officer _X_ Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Owner of General Partner _X_ Form filed by One Reporting NEW YORK, NYÂ 10019 Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Common Units representing limited 15,201,897 (1) $D^{(2)}$ Â partnership interest Common Units representing limited Through MainLine Management Ι 2,830 partnership interest LLC Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

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1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Amount or Title Number of

Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carlyle/Riverstone BPL Holdings II, L.P. C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NYÂ 10019

Â ÂX

Owner of General Partner

Signatures

/s/GREG BEARD, Authorized Person

08/10/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).
 - This form is jointly filed by Carlyle/Riverstone BPL Holdings II, L.P., Carlyle/Riverstone Energy Partners II, L.P., C/R Energy GP II,
- (1) LLC, Riverstone Holdings LLC, and Carlyle Investment Management LLC, TC Group LLC and TCG Holdings LLC. Information regarding the other reporting persons is set forth on Exhibit 99 to this Form 3.
- Carlyle/Riverstone BPL Holdings II, L.P. directly owns the securities indicated. All other reporting persons' ownership form is indirect, **(2)** through Carlyle/Riverstone BPL Holdings II, L.P.

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Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

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.

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