

MARTIN MIDSTREAM PARTNERS LP
Form 4
August 30, 2010

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 *
MARTIN RESOURCE
MANAGEMENT CORP

2. Issuer Name and Ticker or Trading Symbol
MARTIN MIDSTREAM
PARTNERS LP [MMLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4200 STONE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2010

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

KILGORE, TX 75662

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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Units	08/17/2010		S	1,000,000 D \$ 28.07	5,703,823	I	See Footnote (1)

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.

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

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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	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. Amount or Number of Shares
Subordinated Class B Units	\$ 0					11/25/2011 ⁽³⁾	Common Units	889,444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN RESOURCE MANAGEMENT CORP 4200 STONE ROAD KILGORE, TX 75662		X		

Signatures

/s/ Ruben S Martin, Chief Executive Officer
Date: 08/30/2010

**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) Martin Resource Management Corporation is the sole member of Martin Resource LLC ("Resource") and Cross Oil Refining & Marketing, Inc. ("Cross") and may be deemed to be the beneficial owner of common units held by such entities. On August 17, 2010, Resource and Cross disposed of an aggregate of 1,000,000 common units. After such disposition, Cross owns no common units and Resource owns 5,703,823 common units.
- (2) Martin Resource Management Corporation is the parent of Cross and may be deemed to be the beneficial owner of the 889,444 Subordinated Class B Units held by Cross. Cross owns no common units in Martin Midstream Partners L.P.
- (3) The Subordinated Class B Units do not have an expiration date.

Remarks:

Cross Oil Refining & Marketing, Inc. is a wholly owned subsidiary of Martin Resource Management Corporation which directly owns an additional 5,703,823 Common Units in the issuer and owns our general partner.

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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