Edgar Filing: MARTIN MIDSTREAM PARTNERS LP - Form 4

MARTIN MIDSTREAM PARTNERS LP

Form 4

August 30, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARTIN RESOURCE Issuer Symbol MANAGEMENT CORP MARTIN MIDSTREAM (Check all applicable) PARTNERS LP [MMLP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 4200 STONE ROAD 08/17/2010 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KILGORE, TX 75662 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1.Title of 3. 4. Securities Acquired (A) 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Direct (D) (Month/Day/Year) Owned Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price See Common 08/17/2010 S 1,000,000 Ι Footnote 5,703,823 Units 28.07 (1)

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

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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. Transactic Code (Instr. 8)	5. DenNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities	88 II S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	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					
r	Director	10% Owner	Officer	Other		
MARTIN RESOURCE MANAGEMENT CORP 4200 STONE ROAD KILGORE, TX 75662		X				

Signatures

/s/ Ruben S Martin, Chief Executive
Officer
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).
- 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 Suboridnated 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 direct 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. 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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