#### Edgar Filing: MARTIN MIDSTREAM PARTNERS LP - Form 4

#### MARTIN MIDSTREAM PARTNERS LP

Form 4

November 29, 2011

### FORM 4

Check this box

if no longer

### 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

0.5

subject to Section 16. Estimated average burden hours per

**OMB APPROVAL** 

**SECURITIES** 

response...

Form 4 or Form 5 obligations may continue.

See Instruction

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).

Units

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Cross Oil Refining & Marketing, Inc. |          |   | MARTIN MIDSTREAM                                     |  |  |   |        | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                       |  |  |   |
|--|----------|---|--|--|--|---|--------|---|--|--|---|
|  |          |   |  | PARTNERS LP [MMLP]                               |  |   |        |   |  |  |   |
| (L   | ast)     | (First) (N                              | Aiddle)  | 3. Date of Earliest Transaction (Month/Day/Year) |  |   |        | Director Officer (give  |  | Owner<br>er (specify   |   |
| 4200 STONE ROAD  |          |   | 11/25/2011   |  |  |   |        | below) below)   |  |  |   |
|  |          |   | 4. If Amendment, Date Original Filed(Month/Day/Year) |  |  |   |        | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |   |
| KILG   | ORE,     | TX 75662                                |  |  |  |   |        |   | Form filed by M<br>Person  | More than One Re   | porting   |
| (C   | City)    | (State)                                 | (Zip)  | Table  | e I - Non-D                            | erivative Se  | curiti | es Acqı   | uired, Disposed of   | f, or Beneficial   | ly Owned  |
| 1.Title<br>Securit<br>(Instr.  | ty<br>3) | 2. Transaction Date<br>(Month/Day/Year) | Execution  | ned<br>n Date, if<br>Day/Year)                   | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securitie on(A) or Disp (Instr. 3, 4 a  Amount 889,444 | osed o | of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Unite  |          | 11/25/2011                              |  |  | C                                      | (1)   | A      | <u>(1)</u>  | 889,444  | D  |   |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

(1)

#### Edgar Filing: MARTIN MIDSTREAM PARTNERS LP - Form 4

| 1. Title of                | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                      | 5. Number of      | 6. Date Exercis     | sable and       | 7. Title and A        | Amount (                 |
|----------------------------|-------------|---------------------|--------------------|-------------------------|-------------------|---------------------|-----------------|-----------------------|--------------------------|
| Derivative                 | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionDerivative E |                   | Expiration Date     |                 | Underlying Securities |                          |
| Security                   | or Exercise |                     | any                | Code                    | Securities        | (Month/Day/Y        | ear)            | (Instr. 3 and         | 4)                       |
| (Instr. 3)                 | Price of    |                     | (Month/Day/Year)   | (Instr. 8)              | Acquired (A) or   |                     |                 |                       |                          |
|                            | Derivative  |                     |                    |                         | Disposed of (D)   |                     |                 |                       |                          |
|                            | Security    |                     |                    |                         | (Instr. 3, 4, and |                     |                 |                       |                          |
|                            |             |                     |                    |                         | 5)                |                     |                 |                       |                          |
|                            |             |                     |                    | Code V                  | (A) (D)           | Date<br>Exercisable | Expiration Date | Title                 | Amour<br>Numbe<br>Shares |
|                            |             |                     |                    | Code v                  | (A) (D)           |                     |                 |                       | Shares                   |
| Subordinated Class B Units | <u>(1)</u>  | 11/25/2011          |                    | C                       | 889,444           | 11/25/2011          | <u>(1)</u>      | Common<br>Units       | 889,4                    |

# **Reporting Owners**

| Reporting Owner Name / Address       | Relationships |           |         |       |  |  |
|--------------------------------------|---------------|-----------|---------|-------|--|--|
| Reporting Owner Panie / Pauress      | Director      | 10% Owner | Officer | Other |  |  |
| Cross Oil Refining & Marketing, Inc. |               |           |         |       |  |  |
| 4200 STONE ROAD                      |               | X         |         |       |  |  |
| KILGORE, TX 75662                    |               |           |         |       |  |  |

# **Signatures**

/s/ Ruben S. Martin, President and Chief Executive 11/29/2011 Officer \*\*Signature of Reporting Person

## **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).

Represents the conversion of 889,444 Subordinated Class B Units of Martin Midstream Partners LP, which were converted into

Common Units on a one-to-one basis upon the exercise date as set forth in the Second Amended and Restated Agreement of Limited Partnership of Martin Midstream Partners LP. The Subordinated Class B Units had no expiration date.

#### **Remarks:**

Cross Oil Refining & Marketing, Inc. is a wholly owned subsidiary of Martin Resource Management Corporation which direc 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.

Date

Reporting Owners 2