

MARTIN RUBEN S
Form 4
August 30, 2010

FORM 4

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

OMB APPROVAL

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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 RUBEN S

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

KILGORE, TX 75662

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Units	08/26/2010		P	162 ⁽¹⁾ A <u>1</u>	41,465	D	
Common Units	08/17/2010		S	1,000,000 D \$ 28.07	5,703,823	I	By Martin Resource Management Corporation ⁽²⁾
Common Units					12,028	I	By Margaret G. Martin Life Insurance Trust No.

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These units, which were allocated to Mr. Martin on August 26, 2010, reflect the reinvestment of cash distributions made by the issuer in relation to units that were issued to Mr. Martin pursuant to a benefit plan administered by Martin Resource Management Corporation.

- Mr. Martin beneficially owns securities in Martin Resource Management Corporation and serves as its Chairman of the Board of Directors and its President. Martin Resource Management Corporation indirectly owns 5,703,823 common units of the issuer through its wholly owned subsidiary, Martin Resource LLC. As a result, Mr. Martin may be deemed the beneficial owner of the common units indirectly owned by Martin Resource Management Corporation.
- (2) Mr. Martin serves as the sole trustee for the Margaret G. Martin Life Insurance Trust No. One. As a result, Mr. Martin may be deemed the beneficial owner of the common units owned by the Margaret G. Martin Life Insurance Trust No. One.
- (3) The Subordinated Class B Units do not have an expiration date.
- Mr. Martin beneficially owns securities in Martin Resource Management Corporation and serves as its Chairman of the Board of Directors and its President. Martin Resource Management Corporation indirectly owns 889,444 Subordinated Class B Units of the issuer through its wholly owned subsidiary Cross Oil Refining & Marketing, Inc. As a result, Mr. Martin may be deemed the beneficial owner of the Subordinated Class B Units owned by Martin Resource Management Corporation.
- (5)

Remarks:

Ruben S. Martin is President, Chief Executive Officer and member of the Board of Directors of Martin Midstream GP LLC, the general partner of Martin Midstream Partners L.P.

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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