

MARTIN MIDSTREAM PARTNERS LP

Form 4

June 21, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSEY C SCOTT

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)
06/21/2012

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

KILGORE, TX 75663

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Units	06/21/2012		P		103	A	\$ 30.95	12,103	D
Common Units								750	I
Common Units								7,000	I
									By Foster Forestry Co., L.P. (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**

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(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. 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 (Instr. 8)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MASSEY C SCOTT 4200 STONE ROAD KILGORE, TX 75663	X

Signatures

/s/ David F. Taylor,
Attorney-in-fact
06/21/2012

____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).

Scott Massey disclaims beneficial ownership of these units, and this report shall not be deemed an admission that Mr. Massey is the beneficial owner of the units for purposes of Section 16 or for any other purpose. Mr. Massey is the sole manager of T. Foster Management, LLC (the "General Partner"), a single member LLC, which is the general partner of Foster Forestry Co., L.P. (the

- (1) "Partnership"), and therefore has investment control over the units purchased by the Partnership. The General Partner is owned by the Estate of Tolbert Foster (the "Estate"), for which Mr. Massey serves as the executor. Mr. Massey is not a beneficiary of the Estate and does not own any equity interests in the General Partner or the Partnership. As such, Mr. Massey has no pecuniary interest in the units purchased by the Partnership.

Remarks:

Mr. Massey is a director 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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