

MARTIN RUBEN S
Form 4
November 19, 2010

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

OMB APPROVAL

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

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 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)
11/18/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| | | | | | | | \$ |
| Common Units | 11/18/2010 | | P | | 142 ⁽¹⁾ | A | 35.67 ₍₁₎ |
| Common Units | | | | | 5,703,823 | I | By Martin Resource Management Corporation ⁽²⁾ |
| Common Units | | | | | 12,028 | I | By Margaret G. Martin Life Insurance |

Edgar Filing: MARTIN RUBEN S - Form 4

These units, which were allocated to Mr. Martin on November 18, 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)
- (3) 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.
- (4) 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.

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.