

MARTIN SCOTT DONNELLY
 Form 4
 February 18, 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 SCOTT DONNELLY

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)
 5773 WOODWAY, #177
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2010

____ Director
 Officer (give title below)
 10% Owner
 ____ Other (specify below)
 Executive VP

HOUSTON, TX 77057

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

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Units | 02/16/2010 | | P | | 30 ⁽¹⁾ | A | <u>(1)</u> 13,322 | D |

Common Units

6,703,823 I

By Martin Resource Management Corporation ⁽²⁾

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 required to respond unless the form

SEC 1474 (9-02)

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. 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 | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| MARTIN SCOTT DONNELLY 5773 WOODWAY, #177 HOUSTON, TX 77057 | | | X | Executive VP |

Signatures

/s/ Scott D.
Martin

02/18/2010

**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).
- (1) These units, which were allocated to Mr. Martin on February 16, 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 on its Board of Directors. Martin Resource Management Corporation indirectly owns 6,703,823 common units of the issuer through its wholly-owned subsidiaries, Martin Resource LLC and Cross Oil Refining & Marketing, Inc. 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 beneficially owns securities in Martin Resource Management Corporation and serves on its Board of Directors. Martin Resource Management Corporation indirectly owns 6,703,823 common units of the issuer through its wholly-owned subsidiaries, Martin Resource LLC and Cross Oil Refining & Marketing, Inc. As a result, Mr. Martin may be deemed the beneficial owner of the common units indirectly owned by Martin Resource Management Corporation.
- (3) The Subordinated Class B Units do not have an expiration date.

Edgar Filing: MARTIN SCOTT DONNELLY - Form 4

- (4) Mr. Martin beneficially owns securities in Martin Resource Management Corporation and serves on its Board of Directors. 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 indirectly owned by Martin Resource Management Corporation.

Remarks:

Scott D. Martin is an Executive Vice President of Martin Midstream GP LLC, the general partner of Martin Midstream 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.