

MARTIN MIDSTREAM PARTNERS LP

Form 4

August 30, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *

MARTIN RESOURCE
MANAGEMENT CORP

(Last) (First) (Middle)

4200 STONE ROAD

(Street)

KILGORE, TX 75662

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

MARTIN MIDSTREAM
PARTNERS LP [MMLP]

3. Date of Earliest Transaction

(Month/Day/Year)

08/17/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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	08/17/2010		S		1,000,000	D	\$ 28.07
					5,703,823	I	
							See Footnote (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
required to respond unless the form
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SEC 1474
(9-02)

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

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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. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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 RESOURCE MANAGEMENT CORP 4200 STONE ROAD KILGORE, TX 75662	X

Signatures

/s/ Ruben S Martin, Chief Executive
Officer 08/30/2010

__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) Martin Resource Management Corporation is the sole member of Martin Resource LLC ("Resource") and Cross Oil Refining & Marketing, Inc. ("Cross") and may be deemed to be the beneficial owner of common units held by such entities. On August 17, 2010, Resource and Cross disposed of an aggregate of 1,000,000 common units. After such disposition, Cross owns no common units and Resource owns 5,703,823 common units.
- (2) Martin Resource Management Corporation is the parent of Cross and may be deemed to be the beneficial owner of the 889,444 Subordinated Class B Units held by Cross. Cross owns no common units in Martin Midstream Partners L.P.
- (3) The Subordinated Class B Units do not have an expiration date.

Remarks:

Cross Oil Refining & Marketing, Inc. is a wholly owned subsidiary of Martin Resource Management Corporation which directly owns an additional 5,703,823 Common Units in the issuer and owns our general partner.

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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