

MARTIN MIDSTREAM PARTNERS LP

Form 4/A

February 09, 2007

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 *

**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)

10/02/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/15/2006

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)
Common Units <u>(1)</u> <u>(2)</u>	10/02/2006		P	0 A \$ 0 0		D	
Common Units <u>(1)</u> <u>(2)</u>	10/03/2006		P	0 A \$ 0 0		D	
Common Units <u>(1)</u> <u>(2)</u>	10/04/2006		P	0 A \$ 0 0		D	
Common Units <u>(1)</u> <u>(2)</u>	10/05/2006		P	0 A \$ 0 0		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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

MARTIN RESOURCE MANAGEMENT CORP
4200 STONE ROAD
KILGORE, TX 75662

X

Signatures

/s/ Robert D. Bondurant, Chief Financial Officer, Martin Resource Management Corporation

02/09/2007

__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) This Form 4/A correctly reports the number of common units of the registrant directly held by Martin Resource Management Corporation (the "Company"). The transactions previously reported as occurring on October 2, 2006 through October 5, 2006 were incurred in connection with a Company benefit plan under which such securities were immediately allocated to the individuals that were beneficiaries under the benefit plan. The ownership of these securities will be reflected on Section 16 reports for these individuals, as applicable, and will not be reflected as owned by the Company. This change also revises the amount of units directly owned by the Company in its subsequent Form 4 filed on December 22, 2006.

(2) The Company is the sole member of Martin Product Sales LLC, Martin Fuel Service LLC and Martin Resources LLC, and as such may be deemed to beneficially own the 2,632,799 common units held by such entities.

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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