MARTIN RUBEN S

Form 4

August 24, 2009

FORM 4

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

OMB

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31,

2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(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			3. Date of Earliest Transaction (Month/Day/Year) 08/20/2009						_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO				
(Street) KILGORE, TX 75662			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - No	on-I	Derivative	Secu	rities A	cquired, Dispose	ed of, or Benef	icially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned n Date, if Day/Year)	Code (Instr.	8)	4. SecurionAcquired Disposed (Instr. 3,	(A) of (D))	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	08/20/2009			P		137 (1)	A	<u>(1)</u>	37,613	D			
Common Units									4,334,143	I	By Martin Resource Management Corporation		
Common Units									12,028	I	By Margaret G. Martin Life Insurance Trust No. One (3)		

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration	Title N			
						Exercisable	Date	of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

Reporting Owners

Reporting Owner Name / Address	Relationships							
Troporting of the France of France of	Director	Director 10% Owner Officer		Other				
MARTIN RUBEN S 4200 STONE ROAD KILGORE, TX 75662	X	X	President and CEO					

Signatures

/s/ Ruben S.
Martin

**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 August 20, 2009, 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 4,334,143 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 owned by Martin Resource Management Corporation.
- (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.

Reporting Owners 2

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Remarks:

Ruben S. Martin is President, Chief Executive Officer and a member of the Board of Directors of Martin Midstream GP LLC, 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.