#### Edgar Filing: MARTIN MIDSTREAM PARTNERS LP - Form 4

#### MARTIN MIDSTREAM PARTNERS LP

Form 4

October 03, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

Check this box if no longer subject to Section 16. 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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

MARTIN MIDSTREAM

DADTNIEDS I DIMMI DI

Symbol

1(b).

(Print or Type Responses)

MARTIN RUBEN S

1. Name and Address of Reporting Person \*

				PART.	NERS LI	P[MMLP]			( )		,
(Last) (First) (Magnetic of the Algorithm (Algorithm)			(Middle)	dle) 3. Date of Earliest Transaction (Month/Day/Year) 10/02/2012				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify 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)	Tal	ble I - Non	Derivative Se	curiti	es Acq	uired, Disposed	of, or Benefi	cially Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securities Amor Disposed of (Instr. 3, 4 and Amount	f (D)	red (A)	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	10/02/2012			J	1,500,000	D	(1)	5,093,267	I	By Martin Resource Management Corporation
	Common Units								12,028	I	By Margaret G. Martin Life Insurance Trust No One

(3)

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# 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.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivativ	e		Securi	ties	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable Date				
									of	
				Code '	V (A) (D)				Shares	

### **Reporting Owners**

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

### **Signatures**

/s/ David F. Taylor, Attorney-in-fact

10/03/2012

\*\*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).

Pursuant to a Securities Repurchase and Settlement Agreement dated as of October 2, 2012 by and among KCM, LLC, a Delaware limited liability company ("KCM"), Scott D. Martin, an individual resident of the State of Texas, SKM Partnership, Ltd., a Texas limited partnership, and Martin Resource Management Corporation, a Texas corporation and the indirect owner of the general partner of the

(1) Issuer ("MRMC"), Martin Resource LLC, a wholly owned subsidiary of MRMC transferred 1,500,000 common units representing limited partner interests ("Common Units") in the Issuer. In exchange for the Common Units and certain other consideration, including the settlement of certain litigation, MRMC received from KCM 1,423 shares of common stock of MRMC and an option to acquire an additional 3,049 shares of common stock of MRMC.

Reporting Owners 2

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- 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 4,203,823 common units of the issuer through its
- (2) wholly-owned subsidiary, Martin Resource LLC and 889,444 common units through its wholly-owned subsidiary, 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) 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.

#### **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.