MARTIN MIDSTREAM PARTNERS LP
Form 4
October 03, 2012

| RM 4 |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer subject to |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
|  | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| 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 |  |
| 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] |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| 4200 STONE ROAD |  |  | 10/02/2012 |
| (Street) |  |  | 4. If Amendment, Date Original |
|  |  |  | Filed(Month/Day/Year) |

KILGORE, TX 75662
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person


| Common <br> Units | 10/02/2012 | J | 1,500,000 | D | (1) | 5,093,267 | I | By Martin <br> Resource <br> Management <br> Corporation <br> (2) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Common |  |  |  |  |  | 12,028 | I | By Margaret |
| Units |  |  |  |  |  |  |  | G. Martin |
|  |  |  |  |  |  |  |  | Life |
|  |  |  |  |  |  |  |  | Insurance |
|  |  |  |  |  |  |  |  | Trust No One |

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 1474
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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transactio <br> Code <br> (Instr. 8) | 5. <br> Number <br> of <br> Derivative <br> Securities <br> Acquired <br> (A) or <br> Disposed <br> of (D) <br> (Instr. 3, <br> 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) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |


|  |  | Expiration Date | Title | Amount or |
| :---: | :---: | :---: | :---: | :---: |
|  | Date |  |  | $\stackrel{\text { or }}{\text { Number }}$ |
|  |  |  |  |  |
| Code V (A) (D) |  |  |  | Shares |

## Reporting Owners

## Reporting Owner Name / Address

Relationships
Director $10 \%$ Owner Officer Other
MARTIN RUBEN S
4200 STONE ROAD
$\mathrm{X} \quad \mathrm{X} \quad$ President and CEO
KILGORE, TX 75662

## 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. $78 \mathrm{ff}(\mathrm{a})$.
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.


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

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.

