

MARTIN MIDSTREAM PARTNERS LP

Form 4

July 08, 2016

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

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(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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2016

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

KILGORE, TX 75662

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	07/08/2016		P	592.5068 (1)	\$ 23.6762 (1)	115,325.2918 D	
Common Units	07/08/2016		W	12,028 (2)	\$ 0	127,353.2918 D	
Common Units					6,264,532	I	

By Martin
Resource
Management
Corporation
(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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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 RUBEN S 4200 STONE ROAD KILGORE, TX 75662	X	X	President and CEO	

Signatures

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

07/08/2016

__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) Issued pursuant to a benefit plan administered by Martin Resource Management Corporation.

(2) These units were transferred from the Margaret G. Martin Life Insurance Trust No. One on May 20, 2016 and are now held through direct ownership by Mr. Martin.

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 wholly-owned subsidiary, Martin Resource LLC, 1,171,265 common units through its wholly-owned subsidiary, Martin Product Sales, 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.

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.

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