

MARTIN MIDSTREAM PARTNERS LP  
 Form 4  
 November 06, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MARTIN RESOURCE  
 MANAGEMENT CORP

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)  
 10/31/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

KILGORE, TX 75662  
 (City) (State) (Zip)

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

**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)		
			Code	V	Amount	(A) or (D)	Price		
Common Units	10/31/2008		J		2,230,119	A	Ⓣ 2,230,119	D	
Common Units	10/31/2008		J		2,230,119	D	Ⓣ 1,253,352	I	See Footnote (1)
Common Units	10/31/2008		J		2,230,119	D	Ⓣ 0	D	
Common Units	10/31/2008		J		2,230,119	A	Ⓣ 3,483,471	I	See Footnote (1)

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.**

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Subordinated Units	\$ 0	10/31/2008		J	865,777 (1)	(2)	(3)	Common Units
Subordinated Units	\$ 0	10/31/2008		J	865,777 (1)	(2)	(3)	Common Units
Subordinated Units	\$ 0	10/31/2008		J	865,777 (1)	(2)	(3)	Common Units
Subordinated Units	\$ 0	10/31/2008		J	865,777 (1)	(2)	(3)	Common Units

## 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

10/31/2008

\_\_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) Martin Resource Management Corporation ("MRMC") is the sole member of Martin Product Sales LLC ("MPS"), Midstream Fuel Service LLC ("MFS") and Martin Resource LLC ("Resource") and may be deemed the beneficial owner of common and subordinated units held by such entities. On October 31, 2008, MPS transferred 1,857,732 common units to MRMC and MFS transferred 372,387

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common units to MRMC. MRMC then transferred the 2,230,119 common units received from MPS and MFS to Resource.

- (2) Conversions of the 865,777 outstanding subordinated units may occur in the future provided that certain distribution thresholds provided in Martin Midstream Partners L.P.'s partnership agreement are met.
- (3) The subordinated units do not have an expiration date.

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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