MARTIN SCOTT DONNELLY
Form 4
March 04, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN SCOTT DONNELLY

(Last) (First) (Middle)

4200 STONE ROAD

(Street)

KILGORE, TX 75662

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARTIN MIDSTREAM PARTNERS LP [MMLP]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive V.P.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/21/2008		P		5 (1)	A	(1)	12,292	D	
Common Units								3,483,471	I	By Martin Resource Management Corporation (2)

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

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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. 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 Owne 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 SCOTT DONNELLY 4200 STONE ROAD KILGORE, TX 75662	X	X	Executive V.P.	

Signatures

/s/ Scott D. Martin	03/04/2008
**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) These units, which were allocated to Mr. Martin on February 21, 2008, 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.

(2) Scott D. Martin beneficially owns securities in Martin Resource Management Corporation representing approximately 69.3% of the voting power thereof and serves on its Board of Directors. Martin Resource Management Corporation indirectly owns 3,483,471 common units of the issuer through three of its wholly-owned subsidiaries (Martin Product Sales LLC, Midstream Fuel Service LLC and Martin Resource LLC). As a result, Scott D. Martin may be deemed the beneficial owner of the common units and subordinated units owned by Martin Resource Management Corporation.

Remarks:
Scott D. Martin is an Executive Vice President and a member of the Board of Directors of Martin Midstream GP LLC, the gen 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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