

MARTIN SCOTT DONNELLY
 Form 4
 February 18, 2010

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 SCOTT DONNELLY

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)
 5773 WOODWAY, #177
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2010

____ Director _____ 10% Owner
 ___X___ Officer (give title below) _____ Other (specify below)
 Executive VP

HOUSTON, TX 77057

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units	02/16/2010		P		30 ⁽¹⁾	A	<u>(1)</u> 13,322	D

Common Units 6,703,823 I By Martin Resource Management Corporation ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Subordinated Class B Units	\$ 0					11/25/2011 (3)	Common Units	889,444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN SCOTT DONNELLY 5773 WOODWAY, #177 HOUSTON, TX 77057		X	Executive VP	

Signatures

/s/ Scott D.
Martin

02/18/2010

**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 16, 2010, 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. Mr. Martin beneficially owns securities in Martin Resource Management Corporation and serves on its Board of Directors. Martin Resource Management Corporation indirectly owns 6,703,823 common units of the issuer through its wholly-owned subsidiaries, Martin Resource LLC and 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.
- (2) Mr. Martin beneficially owns securities in Martin Resource Management Corporation and serves on its Board of Directors. Martin Resource Management Corporation indirectly owns 6,703,823 common units of the issuer through its wholly-owned subsidiaries, Martin Resource LLC and 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) The Subordinated Class B Units do not have an expiration date.

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- (4) Mr. Martin beneficially owns securities in Martin Resource Management Corporation and serves on its Board of Directors. Martin Resource Management Corporation indirectly owns 889,444 Subordinated Class B Units of the issuer through its wholly-owned subsidiary Cross Oil Refining & Marketing, Inc. As a result, Mr. Martin may be deemed the beneficial owner of the Subordinated Class B Units indirectly owned by Martin Resource Management Corporation.

Remarks:

Scott D. Martin is an Executive Vice President of Martin Midstream GP LLC, the general partner of Martin Midstream Partner

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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