

MARTIN MIDSTREAM PARTNERS LP  
 Form 4/A  
 February 09, 2007

**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)  
 10/02/2006

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/15/2006

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 Ownership (Instr. 4) |   |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                    |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Units <u>(1)</u> <u>(2)</u> | 10/02/2006                           |  | P                              |   | 0   | A  | \$ 0 0                            | D |
| Common Units <u>(1)</u> <u>(2)</u> | 10/03/2006                           |  | P                              |   | 0   | A  | \$ 0 0                            | D |
| Common Units <u>(1)</u> <u>(2)</u> | 10/04/2006                           |  | P                              |   | 0   | A  | \$ 0 0                            | D |
| Common Units <u>(1)</u> <u>(2)</u> | 10/05/2006                           |  | P                              |   | 0   | A  | \$ 0 0                            | D |

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. SEC 1474 (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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## 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

02/09/2007

\_\_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) This Form 4/A correctly reports the number of common units of the registrant directly held by Martin Resource Management Corporation (the "Company"). The transactions previously reported as occurring on October 2, 2006 through October 5, 2006 were incurred in connection with a Company benefit plan under which such securities were immediately allocated to the individuals that were beneficiaries under the benefit plan. The ownership of these securities will be reflected on Section 16 reports for these individuals, as applicable, and will not be reflected as owned by the Company. This change also revises the amount of units directly owned by the Company in its subsequent Form 4 filed on December 22, 2006.

(2) The Company is the sole member of Martin Product Sales LLC, Martin Fuel Service LLC and Martin Resources LLC, and as such may be deemed to beneficially own the 2,632,799 common units held by such entities.

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.