

MASSEY C SCOTT

Form 4

February 12, 2019

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 *
MASSEY C SCOTT

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)

KILGORE, TX 75663

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2019

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

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 (1)	(A) or (D)	Price
Common Units	02/11/2019		A		5,648	A	\$ 0
Common Units							41,298
Common Units							1,500
Common Units							8,000

D

I

I

By Wife

By Foster
 Forestry
 Co., L.P.
 (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**

SEC 1474
 (9-02)

required to respond unless the form
displays a currently valid OMB control
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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
MASSEY C SCOTT 4200 STONE ROAD KILGORE, TX 75663	X			

Signatures

/s/ C. Scott
Massey

02/12/2019

**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) Grant of restricted stock award.

Scott Massey disclaims beneficial ownership of these units, and this report shall not be deemed an admission that Mr. Massey is the beneficial owner of the units for purposes of Section 16 or for any other purpose. Mr. Massey is the sole manager of T. Foster Management, LLC (the "General Partner"), a single member LLC, which is the general partner of Foster Forestry Co., L.P. (the

(2) "Partnership"), and therefore has investment control over the units purchased by the Partnership. The General Partner is owned by the Estate of Tolbert Foster (the "Estate"), for which Mr. Massey serves as the executor. Mr. Massey is not a beneficiary of the Estate and does not own any equity interests in the General Partner or the Partnership. As such, Mr. Massey has no pecuniary interest in the units purchased by the Partnership.

Remarks:

Mr. Massey is a director of Martin Midstream GP LLC, the general partner of Martin Midstream Partners L.P.

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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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