

MARITRANS INC /DE/
Form 8-K
December 21, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 8, 2005**

MARITRANS INC.

(Exact name of registrant specified in its charter)

Delaware

1-9063

51-0343903

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

**Two Harbour Place, Knights Run Avenue,
Suite 1200,
Tampa, Florida**

33602

(Address of principal executive offices)

(Zip Code)

Registrant's telephone, including area code: **(813) 209-0600**

Not applicable.

(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

The exhibits below are filed as part of this report.

5.1 Opinion of Morgan,
Lewis & Bockius LLP
regarding legality of
common stock.

23.1 Consent of Morgan,
Lewis & Bockius LLP
(included in its opinion
filed as Exhibit 5.1)

-2-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARITRANS INC.

Date: December 21, 2005

By: /s/ Walter T. Bromfield

Name: Walter T. Bromfield

Title: Chief Financial Officer

Exhibit Index

Exhibit

- 5.1 Opinion of
Morgan, Lewis
& Bockius LLP
regarding
legality of
common stock.
- 23.1 Consent of
Morgan, Lewis
& Bockius LLP
(included in its
opinion filed as
Exhibit 5.1)