

Item 1.01 Entry into a Material Definitive Agreement.

On December 15, 2004, Douglas R. Sparks resigned as Executive Vice President of Maritrans Operating Company L.P. and entered into a General Release and Separation Agreement (the "Agreement") with Maritrans General Partners Inc., the managing general partner of the operating subsidiary (the "Company"). Pursuant to the terms of the Agreement, the Company will make severance payments to Mr. Sparks in an aggregate amount of \$50,000. The payments will be made in bi-weekly installments over the next three months. As a condition to receiving the severance payments, Mr. Sparks has, among other things, released the Company from any and all past, present and future alleged claims, agreed to keep all information relating to the Company's business confidential and agreed not to compete with the Company for a period of one year.

SIGNATURE

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.

By: /s/ Walter T. Bromfield

Name: Walter T. Bromfield
Title: Chief Financial Officer

Dated: December 21, 2004