Edgar Filing: MAGELLAN MIDSTREAM PARTNERS LP - Form 4

MAGELLA Form 4 February 02	N MIDSTREAM	PARTNE	ERS LP								
								OMB A	PPROVAL	L	
FORM	UNITED	STATES		RITIES A shington			GE COMMISSION	OMB Number:	3235-0	0287	
Check the check	nger							Expires:	January	y 31, 2005	
subject to Section 1 Form 4 o	to STATEN 16.	1ENT OF	F CHAN	NGES IN SECUI	OWNERSHIP OF	Estimated burden hou	Estimated average burden hours per response 0				
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17(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 <u>*</u> CHANDLER JOHN D			2. Issuer Name and Ticker or Trading Symbol MAGELLAN MIDSTREAM				5. Relationship o Issuer	5. Relationship of Reporting Person(s) to Issuer			
		PARTNERS LP [MMP]				(Check all applicable)					
(Last) (First) (Middle) ONE WILLIAMS CENTER			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2005			below)	Officer (give title Other (specify				
(Street)			4. If Amendment, Date OriginalFiled(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)					
TULSA, O		rneu(monun/Dayrrear)			Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tak	la I. Nam I	D	C		f an Danaffaia			
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution		ed 3. 4. Securities Date, if TransactionAcquired (A) on Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5		ties l (A) or l of (D) 4 and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	of I		
				Code V	Amount	(A) or (D) Prie	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	for each cla	ass of sec	urities bene	Perso infor requi	ons who i mation co red to res ays a cur	ly or indirectly. respond to the collect ontained in this form spond unless the for rently valid OMB col	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Ε
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	02/01/2005		А	2,535 (2)		12/31/2006	12/31/2006	Common Units	2,535 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CHANDLER JOHN D ONE WILLIAMS CENTER TULSA, OK 74172			VP, CFO and Treasurer				
Signatures							
John D							

John D. 02/02/2005 Chandler

**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) 1-for-1

- Number of units may increase or decrease on the vesting date by 30% due to personal performance and by 10% based on the (2)environmental performance of Magellan Midstream Partners, L.P. for the period January 1, 2004 through December 31, 2006.
- (3) Not Applicable

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.

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