Edgar Filing: MAGELLAN MIDSTREAM PARTNERS LP - Form 4

MAGELLAN MIDSTREAM PARTNERS LP

Form 4 June 03, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549 Number:

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * DESBARRES JOHN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAGELLAN MIDSTREAM

PARTNERS LP [MMP]

(Month/Day/Year)

06/02/2008

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

THREE RADNOR CORPORATE CENTER, 100 MATSONFORD RD

(Street)

(First)

(Middle)

STE 230

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

RADNOR, PA 19087

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Number		6. Date Exercisable and		7. Title and Amount of		8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if					Expiration Date		, ,		Deriva
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securi		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	str. 8) Acquired							(Instr.
	Derivative					(A) or						
	Security					Disposed of						
					(D)							
					(Instr. 3, 4,							
						and 5)						
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
						()	(-)	Exercisable	Date		or	
											Number	
											of	
											Shares	
											Shares	
Phantom	(4)	06/02/2000				2061		(2)	(2)	Common	2.064	Φ 20
Units	<u>(1)</u>	06/02/2008		Α		2,064		(2)	(2)	Units	2,064	\$ 39

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DESBARRES JOHN P THREE RADNOR CORPORATE CENTER 100 MATSONFORD RD STE 230 RADNOR, PA 19087



Signatures

John P. 06/03/2008 DesBarres

**Signature of Date
Reporting Person

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) Each phantom unit is the economic equivalent of one common unit.
- (2) The phantom units become payable in cash upon termination of service as a director pursuant to the terms of the Director Deferred Compensation Plan.

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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