

CARLYLE RIVERSTONE ENERGY PARTNERS II LP  
 Form 4  
 September 07, 2007

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 MGG Midstream Holdings, L.P.

2. Issuer Name and Ticker or Trading Symbol  
 MAGELLAN MIDSTREAM HOLDINGS LP [MGG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/05/2007

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

ONE WILLIAMS CENTER

(Street)

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

TULSA, OK 74172

(City) (State) (Zip)

**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	(A) or (D)	Price
Common Units representing limited partner interests	09/05/2007		S		8,500,000	D	\$ 26.61
					8,841,193	D (1)	

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

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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
MGG Midstream Holdings, L.P. ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
MGG Midstream Holdings GP, LLC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
MADISON DEARBORN CAPITAL PARTNERS IV LP	X	X		
MADISON DEARBORN PARTNERS LLC THREE FIRST NATIOANL PLAZA STE 3800 CHICAGO, IL 60602	X	X		
RIVERSTONE HOLDINGS LLC 1 GREENWICH OFFICE PARK GREENWICH, CT 06831			X	
CARLYLE RIVERSTONE ENERGY PARTNERS II LP			X	
C R ENERGY GP II LLC			X	
CARLYLE RIVERSTONE MLP HOLDINGS LP			X	

MADISON DEARBORN PARTNERS IV LP  
THREE FIRST NATIONAL PLAZA STE 3800  
CHICAGO, IL 60602

X X

## Signatures

John D. Chandler, VP, CFO & Treasurer of the general partner of MGG Midstream Holdings, L.P.

09/07/2007

\_\_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) These common units are owned by MGG Midstream Holdings, L.P., which is a member of a "group" for purposes of Section 13(d) of the Exchange Act including MGG Midstream Holdings GP, LLC, Carlyle/Riverstone MLP Holdings, L.P., Carlyle/Riverstone Energy Partners II, L.P., C/R Energy GP II, LLC, Riverstone Holdings LLC, Madison Dearborn Capital Partners IV, L.P., Madison Dearborn Partners IV, L.P., Madison Dearborn Partners, L.L.C., and other entities not jointly filing on this Form 4. The joint filers jointly are filing this Form 4 and information regarding the joint filers other than MGG Midstream Holdings, L.P. is set forth on Exhibit 99 to this Form 4. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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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