Edgar Filing: CROYLE ROBERT G - Form 4

CROYLE ROBE	RT G										
Form 4	1										
February 15, 201									PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this box if no longer subject to		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							January 31, 2005 average		
Section 16. Form 4 or		SECURITIES					burden ho response	urs per			
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U	Jtility Ho		npany Act	nge Act of 1934, of 1935 or Secti 1940				
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> CROYLE ROBERT G			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
		MAGELLAN MIDSTREAM PARTNERS LP [MMP]				(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)				
7908 N. SAM H PARKWAY WE		FLOOR	02/14/2	2011			below)	below)			
(4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
HOUSTON, TX	77064						Form filed by Person	More than One F	Reporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative 8	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned		
	2. Transaction Date 2A. (Month/Day/Year) Exe any (Moth/Day/Year)		Date, if	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			, i cui)	(IIISU: 0)	(11505, 1	(A)	Following Reported	(Instr. 4)	(Instr. 4)		
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(Instr. 5 and 4)				
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	eficially own	ed directly	or indirectly.				
					inform require	ation con ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tabl				quired, Disp s, options, c		Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Underlying Securities	Derivative

Edgar Filing: CROYLE ROBERT G - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8) Code V	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D)		/Year) Expiration Date	(Instr. 3 and Title	Amount or Number	Security (Instr. 5)
									of Shares	
Phantom Units	<u>(1)</u>	02/14/2011		А	85	(2)	(2)	Common Units	85	\$ 58.11

Reporting Owners

Reporting Owner Name / AddressRelationshipDirector10% OwnerOfficerOtherCROYLE ROBERT G
7908 N. SAM HOUSTON PARKWAY WEST
FIFTH FLOOR
HOUSTON, TX 77064XYYYSignatures
Robert G.
Croyle02/15/2011YYYY

<u>**</u>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) Each phantom unit is the economic equivalent of one common unit.
- (2) The phantom units become payable in cash upon the reporting person's termination of service as a director in accordance with 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.