MAGELLAN MIDSTREAM PARTNERS LP
Form 8-K
July 31, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT

TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 27, 2007

Magellan Midstream Partners, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**1-16335**	**73-1599053**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

P.O. Box 22186, Tulsa, Oklahoma	**74121-2186**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant s Telephone Number, Including Area Code: (918) 574-7000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13c-4(c) under the Exchange Act (17 CFR 240.13e-14(c))

Item 2.02. Results of Operations and Financial Condition.

Magellan Midstream Partners, L.P. (the Partnership) wishes to disclose its press release dated July 31, 2007, furnished herewith as Exhibit 99.1, which is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 27, 2007, the Partnership s general partner approved and executed Amendment No. 3 to the Fourth Amended and Restated Agreement of Limited Partnership of the Partnership. This amendment allows the Partnership s securities to become eligible for book-entry in a direct registration system as required by the New York Stock Exchange rules.

Item 9.01. Financial Statements and Exhibits.

Exhibit 3.1 Amendment No. 3 dated July 27, 2007 to Fourth Amended and Restated Agreement of Limited Partnership of the Partnership.

Exhibit 99.1 The Partnership s press release dated July 31, 2007.

In accordance with General Instruction B.2. of Form 8-K and the Securities and Exchange Commission Release No. 33-8176, the above information being furnished under Items 2.02, and Item 9.01 related thereto, of Form 8-K, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and is not deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURES

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.

Magellan Midstream Partners, L.P.

By: Magellan GP, LLC,
its General Partner

Date: July 31, 2007

By: /s/ Suzanne H. Costin
Name: Suzanne H. Costin
Title: Corporate Secretary

EXHIBIT INDEX

3.1	Amendment No. 3 dated July 27, 2007 to Fourth Amended and Restated Agreement of Limited Partnership of the Partnership.
99.1	Copy of the Partnership s press release dated July 31, 2007.