

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

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): January 29, 2007**

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**Magellan Midstream Partners, L.P.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-16335**  
(Commission File Number)

**73-1599053**  
(IRS Employer  
  
Identification No.)

**P.O. Box 22186, Tulsa, Oklahoma**  
(Address of Principal Executive Offices)

**74121-2186**  
(Zip Code)  
**Registrant's Telephone Number, Including Area Code: (918) 574-7000**

**Not Applicable**

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

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## Edgar Filing: MAGELLAN MIDSTREAM PARTNERS LP - Form 8-K

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))
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**Item 2.02. Results of Operations and Financial Condition.**

**Item 9.01. Financial Statements and Exhibits.**

Magellan Midstream Partners, L.P. (the Partnership) wishes to disclose its press release dated January 31, 2007, furnished herewith as Exhibit 99.1.

In accordance with General Instruction B.2. of Form 8-K and the Securities and Exchange Commission Release No. 33-8176, the above information is being furnished under Item 2.02, and Item 9.01 related thereto, of Form 8-K and 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.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On January 29, 2007, Thomas T. Macejko, Jr. was elected to the board of directors of the Partnership's general partner. He is also a director of the general partner of Magellan Midstream Holdings, L.P. (NYSE: MGG), the owner of our general partner. Mr. Macejko is a Vice President of Madison Dearborn Partners, LLC, an affiliate. Prior to joining Madison Dearborn Partners, LLC as a Vice President in 2004, Mr. Macejko attended Northwestern University J.L. Kellogg Graduate School of Management. From 1998 through 2002, he was an analyst with Madison Dearborn Partners, LLC and Deutsche Banc Alex. Brown.

On January 30, 2007, N. John Lancaster, Jr. resigned from the board of directors of the Partnership's general partner. Mr. Lancaster represented the interests of Carlyle/Riverstone MLP Holdings, L.P., an affiliate (C/R). On January 25, 2007, the Federal Trade Commission issued an order that all representatives of C/R serving on the board of directors of the Partnership's general partner resign before C/R consummates its potential investment in Kinder Morgan, Inc.

**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: January 31, 2007

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

**EXHIBIT INDEX**

99.1 Copy of the Partnership's press release dated January 31, 2007.