## Edgar Filing: PEARL BARRY R - Form 4

PEARL BA Form 4									
January 04,	ЛЛ								PPROVAL
	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					N OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5						Estimated a burden hou response	ırs per		
obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 170	(a) of the l	Public U						
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> PEARL BARRY R			2. Issuer Name <b>and</b> Ticker or Trading Symbol MAGELLAN MIDSTREAM PARTNERS LP [MMP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013				X Director Officer (giv below)		% Owner er (specify
(Street)			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	N, TX						Form filed by Person	More than One Ro	eporting
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)
Reminder: Re	port on a separate line	e for each cla	ass of sec		ficially ow	ned directly		ation of s	SEC 1474
					inforı requi	nation con red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	()	Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr.			
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	01/02/2013		А	2,084		(2)	(2)	Common Units	2,084	\$ 45

## **Reporting Owners**

Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PEARL BARRY R							
	Х						
HOUSTON, TX							
Signatures							
Barry R. Pearl 0	1/04/2013						
<u>**</u> Signature of	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 eceonomic 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.