

MAGELLAN MIDSTREAM PARTNERS LP  
Form SC 13D/A  
December 29, 2003

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 13D**

**Under The Securities Exchange Act of 1934**

**(Amendment No. 2)\***

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

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(Name of Issuer)

**Common Units, representing limited partner interests, no par value**

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(Title of Class of Securities)

**559080106**

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(CUSIP Number)

**Lonny E. Townsend**

**Magellan Midstream Holdings, L.P.**

**One Williams Center, P.O. Box 22186**

**Tulsa, OK 74121-2186**

(918) 574-7000

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 24, 2003

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Person

**MAGELLAN MIDSTREAM HOLDINGS, L.P.**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**BK, AF/OO (Contribution from partners)**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **10,290,312\***

OWNED BY 8. Shared Voting Power

EACH

REPORTING **0**

PERSON 9. Sole Dispositive Power

WITH

**10,290,312\***

10. Shared Dispositive Power

**0**

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**PN (Limited Partnership)**

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\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

1. Name of Reporting Person

**MAGELLAN MIDSTREAM MANAGEMENT, LLC**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **10,290,312\***

OWNED BY 8. Shared Voting Power

EACH

REPORTING **0**

PERSON 9. Sole Dispositive Power

WITH

**10,290,312\***

10. Shared Dispositive Power

**0**

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**OO (Limited Liability Company)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

1. Name of Reporting Person

**CARLYLE/RIVERSTONE MLP HOLDINGS, L.P.**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

OWNED BY 8. Shared Voting Power

EACH

REPORTING **10,290,312\***

PERSON 9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**PN (Limited Partnership)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.



1. Name of Reporting Person

**CARLYLE/RIVERSTONE ENERGY PARTNERS II, L.P.**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF  
SHARES

7. Sole Voting Power

BENEFICIALLY

**0**

OWNED BY

8. Shared Voting Power

EACH

REPORTING

**10,290,312\***

PERSON

9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**PN (Limited Partnership)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

1. Name of Reporting Person

**C/R ENERGY GP II, LLC**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF  
SHARES

7. Sole Voting Power

BENEFICIALLY

**0**

OWNED BY

8. Shared Voting Power

EACH

REPORTING

**10,290,312\***

PERSON

9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**OO (Limited Liability Company)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

1. Name of Reporting Person

**RIVERSTONE HOLDINGS, LLC**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF  
SHARES

7. Sole Voting Power

BENEFICIALLY

**0**

OWNED BY

8. Shared Voting Power

EACH

REPORTING

**10,290,312\***

PERSON

9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**OO (Limited Liability Company)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

1. Name of Reporting Person

**CARLYLE INVESTMENT MANAGEMENT, L.L.C.**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

OWNED BY 8. Shared Voting Power

EACH

REPORTING **10,290,312\***

PERSON 9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**IA, OO (Limited Liability Company)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.



1. Name of Reporting Person

**TC GROUP, L.L.C.**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF  
SHARES

7. Sole Voting Power

BENEFICIALLY

**0**

OWNED BY

8. Shared Voting Power

EACH

REPORTING

**10,290,312\***

PERSON

9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

**10,290,312\***

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**OO (Limited Liability Company)**

---

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1. Name of Reporting Person

**TCG HOLDINGS, L.L.C.**

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

**OO**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**DELAWARE**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

OWNED BY 8. Shared Voting Power

EACH

REPORTING **10,290,312\***

PERSON 9. Sole Dispositive Power

WITH

**0**

10. Shared Dispositive Power

**10,290,312\***

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

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12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**37.6%\***

---

14. Type of Reporting Person

**OO (Limited Liability Company)**

---

\* The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

1. Name of Reporting Person

**MADISON DEARBORN CAPITAL PARTNERS IV, L.P.**

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2. Check the Appropriate Box if a Member of a Group

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds

**OO**

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)