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

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13D**

**Under The Securities Exchange Act of 1934** 

(Amendment No. 2)\*

Magellan Midstream Partners, L.P.

(Name of Issuer)

Common Units, representing limited partner interests, no par value

(Title of Class of Securities)

559080106

(CUSIP Number)

Lonny E. Townsend

Magellan Midstream Holdings, L.P.

One Williams Center, P.O. Box 22186

Tulsa, OK 74121-2186

(918) 574-7000

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

#### December 24, 2003

#### (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)

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).

<sup>\*</sup> 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.

CUSIP No. 55908010		6 <b>13D/A</b>	Page 2 of 24 Pages
1.	Name of Repo	ting Person	
	MAGELLA	N MIDSTREAM HOLDINGS, L.P.	
2.	Check the App	opriate Box if a Member of a Group	
	(a) "		
	(b) x		
3.	SEC Use Only		
4.	Source of Fund	S S	
	BK, AF/OC	(Contribution from partners)	
5.	Check Box if I	isclosure of Legal Proceedings Is Required Pursuant to Items	s 2(d) or 2(e)
6.	Citizenship or	Place of Organization	
	DELAWAI	E	
NU	MBER OF	7. Sole Voting Power	
S	SHARES		
BEN	EFICIALLY	10,290,312*	
OV	VNED BY	8. Shared Voting Power	
EACH			
REPORTING		0	
PERSON		9. Sole Dispositive Power	
	WITH		
		10,290,312*	

10. Shared Dispositive Power

	0
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)

<sup>\*</sup> 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.

CUSIP No. 5590801	06	13D/A	Page 3 of 24 Pages
1. Name of Repo	rting Person		
MAGELL	AN MIDSTREAM MA	ANAGEMENT, LLC	
2. Check the App	propriate Box if a Member o	f a Group	
(a) "			
(b) x			
3. SEC Use Only	,		
4. Source of Fun	ds		
00			
5. Check Box if	Disclosure of Legal Proceed	ings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or	Place of Organization		
DELAWA	RE		
NUMBER OF	7. Sole Voting Power		
SHARES			
BENEFICIALLY	10,290,312*		
OWNED BY	8. Shared Voting Power		
EACH			
REPORTING	0		
PERSON	9. Sole Dispositive Pow	er	
WITH			
	10,290,312*		

10. Shared Dispositive Power

	0
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)

<sup>\*</sup> 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.

CUSIP No. 5	55908010	6	13D/A	Page 4 of 24 Pages
1. Name	of Repoi	ting Person		
CAR	LYLE	RIVERSTONE M	ILP HOLDINGS, L.P.	
2. Check	the App	opriate Box if a Membe	er of a Group	
(a) "				
(b) x				
3. SEC U	se Only			
4. Source	of Fund	S		
00				
5. Check	Box if D	isclosure of Legal Proce	eedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizen	nship or l	Place of Organization		
<b>DEL</b> A	AWAF	E		
NUMBER	OF	7. Sole Voting Powe	er	
SHARE	S			
BENEFICIA	LLY	0		
OWNED I	BY	8. Shared Voting Por	wer	
EACH				
REPORTING		10,290,312*		
PERSON		9. Sole Dispositive F	Power	
WITH				
		0		

10. Shared Dispositive Power

	10,290,312*
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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CUS	IP No. 5590801	06 <b>13D/A</b>	Page 5 of 24 Pages
1.	Name of Repo	rting Person	
	CARLYLE	/RIVERSTONE ENERGY PARTNERS II, L.P.	
2.	Check the App	propriate Box if a Member of a Group	
	(a) "		
	(b) x		
3.	SEC Use Only		
4.	Source of Fund	ds	
	00		
5.	Check Box if l	Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenship or	Place of Organization	
	DELAWAI	RE	
NU	JMBER OF	7. Sole Voting Power	
;	SHARES		
BEN	VEFICIALLY	0	
O'	WNED BY	8. Shared Voting Power	
	EACH		
RE	EPORTING	10,290,312*	
PERSON		9. Sole Dispositive Power	
	WITH		
		0	

10. Shared Dispositive Power

PN (Limited Partnership)

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CUSIP No. 55	59080106	5	Page 6 of 24 Pages	
1. Name o	f Report	ing Pers	on	
C/R E	NERG	Y GP	II, LLC	
2. Check t	he Appro	opriate l	Sox if a Member of a Group	
(a) "				
(b) x				
3. SEC Us	se Only			
4. Source	of Funds			
00				
5. Check I	Box if Di	sclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizens	ship or P	lace of (	Organization	
DELA	WAR	E		
NUMBER (	OF	7. So	e Voting Power	
SHARES	1			
BENEFICIA	LLY	0		
OWNED B	Y	8. Sh	ared Voting Power	
EACH				
REPORTING		10	,290,312*	
PERSON		9. So	e Dispositive Power	
WITH				
		0		

10. Shared Dispositive Power

**OO** (Limited Liability Company)

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CUSIP No. 55908	0106	13D/A	Page 7 of 24 Pages
1. Name of Re	porting Pe	erson	
RIVERS	TONE I	HOLDINGS, LLC	
2. Check the A	ppropriat	e Box if a Member of a Group	
(a) "			
(b) x			
3. SEC Use On	nly		
4. Source of F	unds		
00			
5. Check Box	if Disclos	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship	or Place o	f Organization	
<b>DELAW</b>	ARE		
NUMBER OF	7. S	Sole Voting Power	
SHARES			
BENEFICIALLY	· (	0	
OWNED BY	8. 5	Shared Voting Power	
EACH			
REPORTING		10,290,312*	
PERSON	9. 5	Sole Dispositive Power	
WITH			
	(	0	

10. Shared Dispositive Power

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CUSIP No. 559080106		13D/A	Page 8 of 24 Pages
1. Name of R	eporting Person		
CARLY	LE INVESTMEN	T MANAGEMENT, L.L.C.	
2. Check the	Appropriate Box if a M	lember of a Group	
(a) "			
(b) x			
3. SEC Use C	only		
4. Source of I	<sup>2</sup> unds		
00			
5. Check Box	if Disclosure of Legal	Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship	or Place of Organizati	on	
DELAW	'ARE		
NUMBER OF	7. Sole Voting	Power	
SHARES			
BENEFICIALLY	<b>0</b>		
OWNED BY	8. Shared Votin	ng Power	
EACH			
REPORTING	10,290,31	2*	
PERSON	9. Sole Disposi	tive Power	
WITH			
	0		

10. Shared Dispositive Power

IA, OO (Limited Liability Company)

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CUSIP No. 559080106		13D/A	Page 9 of 24 Pages
1. Name of	Reporting	Person	
TC GR	ROUP, I	.L.C.	
2. Check th	e Approp	ate Box if a Member of a Group	
(a) "			
(b) x			
3. SEC Use	Only		
4. Source of	f Funds		
00			
5. Check Bo	ox if Disc	osure of Legal Proceedings Is Required Pursuant to Items	s 2(d) or 2(e)
6. Citizensh	nip or Plac	of Organization	
DELA	WARE		
NUMBER O	F 7.	Sole Voting Power	
SHARES			
BENEFICIAL	LY	0	
OWNED BY	Y 8.	Shared Voting Power	
EACH			
REPORTING	G	10,290,312*	
PERSON		Sole Dispositive Power	
WITH			
		0	

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CUSIP No. 559080106		13D/A	Page 10 of 24 Pages
1. Name of Rep	porting Person		
TCG HO	LDINGS, L.L.C.		
2. Check the A	ppropriate Box if a Men	nber of a Group	
(a) "			
(b) x			
3. SEC Use On	ly		
4. Source of Fu	nds		
00			
5. Check Box is	f Disclosure of Legal Pro	oceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship o	or Place of Organization		
DELAWA	ARE		
NUMBER OF	7. Sole Voting Por	wer	
SHARES			
BENEFICIALLY	0		
OWNED BY	8. Shared Voting I	Power	
EACH			
REPORTING	10,290,312*		
PERSON	9. Sole Dispositive	e Power	
WITH			
	0		

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CUSIP No. 559080106		13D/A	Page 11 of 24 Pages
1.	Name of Reporting Person		
	MADISON DEARBORN CAPITAL PARTNE	RS IV, L.P.	
2.	Check the Appropriate Box if a Member of a Group		
	(a) "		
	(b) x		
3.	SEC Use Only		
4.	Source of Funds		
	00		 

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