

MAGELLAN MIDSTREAM PARTNERS LP  
Form 8-K  
June 22, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): June 22, 2009 (June 19, 2009)**

**MAGELLAN MIDSTREAM PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**1-16335**  
(Commission File Number)  
  
**One Williams Center,**

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

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**P.O. Box 22186,**

**Tulsa, Oklahoma 74121-2186**

**(Address of principal executive offices) (Zip Code)**

**(918) 574-7000**

**(Registrant's telephone number, including area code)**

**(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On June 19, 2009, Magellan Midstream Partners, L.P. (the Partnership ), Magellan GP, LLC, Magellan OLP, L.P., Magellan Operating GP, LLC, Magellan Pipeline Company, L.P., Magellan Pipeline Terminals, L.P. and Magellan Pipeline GP, LLC entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities Inc, Banc of America Securities LLC, and SunTrust Robinson Humphrey, Inc., each acting on behalf of itself and as the representative of Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Lazard Capital Markets LLC, Morgan Stanley & Co. Incorporated and Wachovia Capital Markets, LLC (collectively, the Underwriters ), with respect to the issuance and sale in an underwritten public offering (the Senior Notes Offering ) by the Partnership of \$300 million aggregate principal amount of 6.55% Senior Notes due 2019 (the Notes ). The Notes were issued at 99.653% of the face value amount and the Partnership agreed to sell the Notes to the Underwriters at a purchase price of 0.65% of the principal amount thereof. The material terms of the Senior Notes Offering are described in the prospectus supplement dated June 19, 2009, as filed by the Partnership with the Securities and Exchange Commission (the Commission ). The offer and sale of the Notes is registered with the Commission pursuant to the Partnership s Registration Statement on Form S-3 (File No. 333-137166) which was filed with the Commission on September 7, 2006. Subject to customary conditions to closing, the transactions contemplated by the Underwriting Agreement will be consummated on June 26, 2009.

The Underwriting Agreement contains customary representations, warranties and agreements of the Partnership, and customary conditions to closing, indemnification rights, obligations of the parties and termination provisions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

From time to time, the Underwriter and its affiliates have and may in the future, directly or indirectly, provided investment banking, commercial banking and other advisory services to the Partnership and its affiliates for which they have received customary fees and commissions. They may provide these services to us from time to time in the future.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit 1.1 Underwriting Agreement dated June 19, 2009 among Magellan Midstream Partners, L.P., Magellan GP, LLC, Magellan OLP, L.P., Magellan Operating GP, LLC, Magellan Pipeline Company, L.P., Magellan Pipeline Terminals, L.P., Magellan Pipeline GP, LLC and J.P. Morgan Securities Inc, Banc of America Securities LLC, and SunTrust Robinson Humphrey, Inc., each acting on behalf of itself and as representatives of the Underwriters named therein.

**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

By: /s/ Lonny E. Townsend

Name: Lonny E. Townsend

Title: Senior Vice President and General Counsel

June 22, 2009

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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