

MAGELLAN MIDSTREAM PARTNERS LP  
Form 8-K  
August 02, 2007

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**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): 07/31/2007**

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

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-16335**

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

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

**One Williams Center, Tulsa, OK 74172**  
(Address of principal executive offices, including 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))
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Information to be included in the report

## **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

As of July 31, 2007, the board of directors of Magellan GP, LLC (the "Company"), the general partner of Magellan Midstream Partners, L.P., and Magellan Midstream Holdings, L.P., the sole member of the Company, approved the execution of Amendment No. 1 dated as of July 31, 2007 to the Second Amended & Restated Limited Liability Company Agreement of the Company. The amendment clarifies the authority of the member with respect to material compensation decisions.

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

Exhibit 3.1 - Amendment No. 1 dated as of July 31, 2007 to Second Amended & Restated Limited Liability Company Agreement of Magellan GP, LLC.

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### **Signature(s)**

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.

Date: August 02, 2007

By: /s/ Suzanne H. Costin

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Suzanne H. Costin  
Corporate Secretary

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.1	Amendment No. 1 dated as of July 31, 2007 to Second Amended & Restated Limited Liability Company Agreement of Magellan GP, LLC.