Edgar Filing: PEARL BARRY R - Form 4

PEARL BA Form 4										
August 16,	ЛЛ								PPROVAL	
	•• • UNITED	STATES		RITIES A			E COMMISSION	N OMB Number:	3235-0287	
Check t if no lo	F CHANGES IN BENEFICIAL OWNERSHIP OF					Expires:	January 31, 2005			
subject Section Form 4			SECUI	Estimated burden hou response	urs per					
Form 5 obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17	(a) of the l	Public U	tility Hol	ding Co		ange Act of 1934, ct of 1935 or Section 1940	on		
(Print or Type	Responses)									
1. Name and PEARL B.	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			MAGELLAN MIDSTREAM PARTNERS LP [MMP]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/12/2011			X Director Officer (giv below)		% Owner her (specify		
	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 Form filed by More than One Reporting 						
HOUSTO	N, TX						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/Date)(Instr. 3)any (Month/Date)			Date, if TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Pric	Transaction(s) (Instr. 3 and 4)			
Reminder: Re	eport on a separate line	e for each cl	ass of sec	urities bene	-	-	· · · · · · · · · · · · · · · · · · ·			
					infor requi	nation co red to res ays a curr	espond to the colle ntained in this form pond unless the fo ently valid OMB co	n are not rm	SEC 1474 (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.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ionNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	08/12/2011	А	55	(2)	(2)	Common Units	55	\$ 58.95

Reporting Owners

Reporting Owner Name / Addres	s	Relationships						
	Director	10% Owner	Officer	Other				
PEARL BARRY R								
	Х							
HOUSTON, TX								
Signatures								
Barry R. Pearl	08/16/2011							
**Signature of Reporting Person	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.