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MAGELLAN MIDSTREAM PARTNERS LP

Form 4

February 02, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations

(Middle)

(Zip)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MEARS MICHAEL N

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MAGELLAN MIDSTREAM

5. Relationship of Reporting Person(s) to

Issuer

PARTNERS LP [MMP]

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

(Month/Day/Year) 02/01/2016

3. Date of Earliest Transaction

below) President & CEO

ONE WILLIAMS CENTER

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

TULSA, OK 74172

Person

7. Nature of

Ownership

(Instr. 4)

Indirect

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of

Filed(Month/Day/Year)

Security (Month/Day/Year) (Instr. 3)

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (T) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

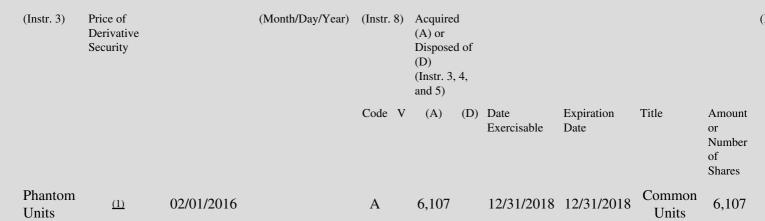
1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of 8

Underlying Securities

(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEARS MICHAEL N ONE WILLIAMS CENTER TULSA, OK 74172	X		President & CEO	

Signatures

/s/ Michael N.

Mears 02/02/2016

**Signature of Date Reporting Person

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) One-for-One
- (2) Not Applicable

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.

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