

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

**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.

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

Suzanne H. Costin
Corporate Secretary

Exhibit Index

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