

MAGELLAN MIDSTREAM PARTNERS LP  
Form 8-K  
May 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): May 21, 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)

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

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**P.O. Box 22186, Tulsa, Oklahoma**  
(Address of Principal Executive Offices)

**74121-2186**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (918) 574-7000**

**Not Applicable**

**(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 13c-4(c) under the Exchange Act (17 CFR 240.13e-14(c))

**Item 8.01. Other Events.**

Magellan Midstream Partners, L.P. ( MMP ) is hereby filing as Exhibit 99.1 hereto, updated consolidated balance sheets as of December 31, 2008 and 2007, and the related consolidated statements of income, partners' capital and cash flows for each of the three years in the period ended December 31, 2008, to reflect the retrospective application of the provisions of Emerging Issues Task Force Issue No. 07-4, *Application of the Two-Class Method under FASB Statement No. 128 to Master Limited Partnerships*. MMP is also hereby filing as Exhibit 99.2 hereto, an updated consolidated balance sheet of Magellan GP, LLC as of December 31, 2008 as well as a consolidated balance sheet for Magellan GP, LLC as of March 31, 2009. The updated balance sheet as of December 31, 2008 reflects the retrospective application of the provisions of Financial Accounting Standards Board Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements*.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 23.1 Consent of Independent Registered Public Accounting Firm.

Exhibit 99.1 Consolidated Financial Statements of MMP.

Exhibit 99.2 Magellan GP, LLC consolidated balance sheets as of December 31, 2008 and March 31, 2009 and notes thereto.

**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

Date: May 21, 2009

By: /s/ Suzanne H. Costin  
Name: Suzanne H. Costin  
Title: Corporate Secretary

**EXHIBIT INDEX**

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