

MAGELLAN MIDSTREAM PARTNERS LP  
 Form 4  
 September 01, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TOWNSEND LONNY E

2. Issuer Name and Ticker or Trading Symbol  
 MAGELLAN MIDSTREAM PARTNERS LP [MMP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 ONE WILLIAMS CENTER  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/30/2011

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Senior VP and General Counsel

TULSA, OK 74172  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Units	08/30/2011		S		1,950	D	\$ 59.85
Common Units	08/30/2011		S		126	D	\$ 59.8592
Common Units	08/30/2011		S		400	D	\$ 59.86
Common Units	08/30/2011		S		200	D	\$ 59.87
Common Units	08/30/2011		S		280	D	\$ 59.88

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Common Units	09/01/2011	S	56	D	\$ 60.06	29,259	D
Common Units	09/01/2011	S	300	D	\$ 60.0603	28,959	D
Common Units	09/01/2011	S	300	D	\$ 60.1	28,659	D
Common Units	09/01/2011	S	100	D	\$ 60.1006	28,559	D
Common Units	09/01/2011	S	600	D	\$ 60.11	27,959	D
Common Units	09/01/2011	S	600	D	\$ 60.12	27,359	D
Common Units	09/01/2011	S	400	D	\$ 60.125	26,959	D
Common Units	09/01/2011	S	1,400	D	\$ 60.13	25,559	D
Common Units	09/01/2011	S	100	D	\$ 60.1325	25,459	D
Common Units	09/01/2011	S	115	D	\$ 60.135	25,344	D
Common Units	09/01/2011	S	600	D	\$ 60.14	24,744	D
Common Units	09/01/2011	S	185	D	\$ 60.145	24,559	D
Common Units	09/01/2011	S	1,800	D	\$ 60.15	22,759	D
Common Units	09/01/2011	S	1,688	D	\$ 60.155	21,071	D
Common Units	09/01/2011	S	300	D	\$ 60.16	20,771	D
Common Units	09/01/2011	S	100	D	\$ 60.1601	20,671	D
Common Units	09/01/2011	S	100	D	\$ 60.165	20,571	D
Common Units	09/01/2011	S	1,700	D	\$ 60.17	18,871	D
Common Units	09/01/2011	S	100	D	\$ 60.1701	18,771	D
Common Units	09/01/2011	S	100	D	\$ 60.1705	18,671	D
	09/01/2011	S	100	D	\$ 60.175	18,571	D

Common Units								
Common Units	09/01/2011		S	700	D	\$ 60.18	17,871	D
Common Units	09/01/2011		S	100	D	\$ 60.185	17,771	D
Common Units	09/01/2011		S	100	D	\$ 60.1875	17,671	D
Common Units	09/01/2011		S	400	D	\$ 60.2	17,271	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWNSEND LONNY E ONE WILLIAMS CENTER TULSA, OK 74172			Senior VP and General Counsel	

## Signatures

Lonny E. Townsend                      09/01/2011

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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