

MAGELLAN MIDSTREAM PARTNERS LP  
Form 8-K  
April 26, 2007

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**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): 04/25/2007**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On April 25, 2007, our limited partners approved an amendment to the Magellan Midstream Partners' Long-Term Incentive Plan, as amended and restated (the "Plan"), to increase the number of common units available to be distributed under the Plan from 1.4 million to 3.2 million. All other terms of the Plan and outstanding phantom unit awards granted pursuant to the Plan remain unchanged by the amendment. The amendment to the Plan is filed herewith as Exhibit 10.1 and is hereby incorporated by reference.

## **Item 9.01. Financial Statements and Exhibits**

Exhibit 10.1 Amendment to Magellan Midstream Partners' Long-Term Incentive Plan dated April 25, 2007.

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### **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: April 26, 2007

By: /s/ Suzanne H. Costin

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Suzanne H. Costin  
Corporate Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
EX-10.1	Amendment to Magellan Midstream Partners' Long-Term Incentive Plan dated April 25, 2007.