

MAGELLAN MIDSTREAM PARTNERS LP  
Form 10-Q/A  
August 04, 2011

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

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FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended June 30, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No.: 1-16335

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Magellan Midstream Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

73-1599053

(IRS Employer  
Identification No.)

One Williams Center, P.O. Box 22186, Tulsa, Oklahoma 74121-2186

(Address of principal executive offices and zip code)

(918) 574-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act). Yes  No

As of August 3, 2011 there were 112,736,571 outstanding limited partner units of Magellan Midstream Partners, L.P. that trade on the New York Stock Exchange under the ticker symbol "MMP."

## EXPLANATORY NOTE

Magellan Midstream Partners, L.P. (“Magellan”) is filing this Amendment No. 1 on Form 10-Q/A (“Amendment No. 1”) to amend Exhibit 10.1 filed with its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, originally filed with the Securities and Exchange Commission on August 4, 2011 (the “Original Quarterly Report”). Magellan is filing Amendment No. 1 for the sole purpose of updating the “Units Available” paragraph under Section 4(a) of Exhibit 10.1; wherein the number of Units with respect to which Awards may be granted under the Plan was changed from 3,200,000 to 4,700,000.

As required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended, Magellan is also filing as exhibits to Amendment No. 1 the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002.

Except for the foregoing, Amendment No. 1 neither alters the Original Quarterly Report nor updates the Original Quarterly Report to reflect events or developments since the date of filing of the Original Quarterly Report.

## PART II. OTHER INFORMATION

### Item 6. Exhibits.

#### (a) Exhibits

- \*10.1 Magellan Midstream Partners' Long-Term Incentive Plan, as amended and restated on July 21, 2011.
- \*\*10.2 Executive Severance Pay Plan dated July 21, 2011.
- \*31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14 (a) under the Securities Exchange Act of 1934.
- \*31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- \*32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
- \*32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
- \*\*101.INS XBRL Instance Document.
- \*\*101.SCH XBRL Taxonomy Extension Schema.
- \*\*101.CAL XBRL Taxonomy Extension Calculation Linkbase.
- \*\*101.DEF XBRL Taxonomy Extension Definition Linkbase.
- \*\*101.LAB XBRL Taxonomy Extension Label Linkbase.
- \*\*101.PRE XBRL Taxonomy Extension Presentation Linkbase.

\* Filed herewith

\*\* Previously filed

SIGNATURES

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Magellan Midstream Partners, L.P.  
By: Magellan GP, LLC  
Its General Partner

Date: August 4, 2011

/s/ John D. Chandler  
John D. Chandler  
Chief Financial Officer  
(Principal Accounting and Financial  
Officer)