#### CROYLE ROBERT G

Check this box

Form 4

February 17, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires:

2005

**OMB APPROVAL** 

Estimated average burden hours per

subject to Section 16. Form 4 or Form 5

obligations

if no longer

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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

Issuer

CROYLE ROBERT G

MAGELLAN MIDSTREAM HOLDINGS LP [MGG]

(Check all applicable)

(Last)

(First)

(Street)

3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Month/Day/Year)

02/13/2009

2800 POST OAK BLVD, STE 5450

(Middle)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

below)

HOUSTON, TX 77056-6127

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

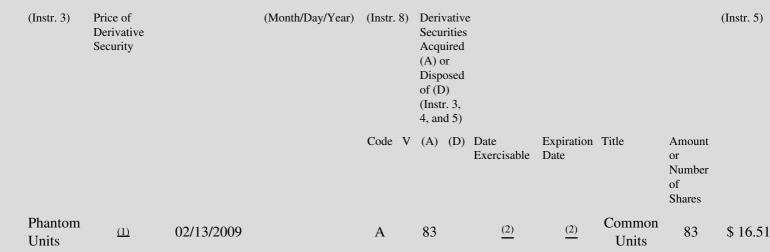
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 8. Price of Derivative **Expiration Date Underlying Securities** Conversion (Month/Day/Year) Execution Date, if TransactionNumber Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Security any of

### Edgar Filing: CROYLE ROBERT G - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROYLE ROBERT G 2800 POST OAK BLVD STE 5450 HOUSTON, TX 77056-6127	X			

## **Signatures**

Robert G.
Croyle

\*\*Signature of Person

Date

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).
- (1) Each phantom unit is the economic equivalent of one common unit.
- (2) The phantom units become payable in cash upon the reporting person's termination of service as a director in accordance with the terms of the Director Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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