### Edgar Filing: MONTAGUE JAMES R - Form 4

MONTAGUE J	AMES R										
Form 4											
May 16, 2011	_								PPROVAL		
FORM	4 UNITED	STATES					E COMMISSIO		3235-0287		
Check this box Washington, D.C. 20549									January 31,		
if no longer subject to Section 16. Form 4 or Form 5		MENT O		SECU	Expires: Estimated burden hou response	2005 average urs per					
obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(	(a) of the l	Public U	Jtility Ho	lding Co		nge Act of 1934, t of 1935 or Secti 1940	on			
(Print or Type Resp	ponses)										
1. Name and Addi MONTAGUE	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
		MAGELLAN MIDSTREAM PARTNERS LP [MMP]				(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director 10% Owner Officer (give title Other (specify				
FIVE RADNO CENTER, SUI		TE	05/13/2	-			below)	below)			
(Street) RADNOR, PA 19087			4. If Amendment, Date Original Filed(Month/Day/Year)			al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tał	ale I - Non-	Dorivative	Securities /	Acquired, Disposed	of or Bonoficia	lly Owned		
	Fransaction Date onth/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed	ties l (A) or l of (D)	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		
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	Perso infor requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	<u>(1)</u>	05/13/2011		А	103		(2)	(2)	Common Units	103	\$ 57.9

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
FB	Director	10% Owner	Officer	Other			
MONTAGUE JAMES R FIVE RADNOR CORPORATE CENTER SUITE 500 RADNOR, PA 19087	Х						
Signatures							
James R. 05/16/2011 Montague							

\*\*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).
- Each phantom unit is the eceonomic equivalent of one common unit. (1)
- The phantom units become payable in cash upon termination of service as a director pursuant to the terms of the Director Deferred (2) 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.