

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

**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.

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

Suzanne H. Costin
Corporate Secretary

Exhibit Index

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