

WESTERN ASSET MUNICIPAL PARTNERS FUND INC.  
Form SC 13G/A  
January 30, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549 SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2) Western Asset Municipal Partners Fund Inc. (MNP)

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(Name of Issuer) Auction Rate Cumulative Preferred Stock

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(Title of Class of Securities) 95766P207

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(CUSIP Number) December 31, 2013

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

**Rule 13d-1(b)(4)**

Rule 13d-1(c)(4)

Rule 13d-1(d)(4)

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CUSIP No. 95766P207

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**1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).** Karpus Management, Inc., d/b/a Karpus Investment Management  
I.D. #16-1290558

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**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

- (a)  127  
(b)  32 & 32X
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**3. SEC Use Only**

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**4. Citizenship or Place of Organization** New York

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**Number of Shares Beneficially Owned by Each reporting Person With:**

**5. Sole Voting Power** 169 **6. Shared Voting Power** N/A **7. Sole Dispositive Power** 169 **8. Shared Dispositive Power** N/A

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**9. Aggregate Amount Beneficially Owned by Each Reporting Person** 169

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**10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)** N/A

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**11. Percent of Class Represented by Amount in Row 9** 9.94%

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**12. Type of Reporting Person (See Instructions)** IA

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Item 1.

(a) **The Name of the Issuer is** Western Asset Municipal Partners Fund Inc. (b) **The Address of the Issuer's Principal Executive Office is** Legg Mason Partners Fund Advisors, 125 Broad Street, New York, NY 10004 **Item 2.**

(a) **The name of the Person Filing is** Karpus Management, Inc., d/b/a Karpus Investment Management & KIM, George W. Karpus, President, Director and controlling stockholder. (b) **The address of KIM's principal place of business and principal office is** 183 Sully Trail, Pittsford, New York 14534. (c) **Citizenship** Each of the Principals is a United States citizen. KIM is a New York corporation. (d) **Title of Class of Securities** Auction Rate Cumulative Preferred Stock (e) **CUSIP Number** 95766P207 **Item 3.** If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is

Broker or dealer registered under section 15 of the Act 15 U.S.C. 78o.  Bank as defined in section 3(a)(6) of the Act 15 U.S.C. 78c.  Insurance company as defined in section 3(a)(6) of the Act 15 U.S.C. 78c.  Investment company registered under section 8 of the Investment Company Act of 1940 15 U.S.C. 80(a).

**An investment adviser in accordance with 240.13d-1(b) & 240.13d-1(ii) & 240.13d-1(f)**

An employee benefit plan or endowment fund in accordance with 240.13d-1(b) & 240.13d-1(ii) & 240.13d-1(F).  A parent holding company or control person in accordance with 240.13d-1(b) & 240.13d-1(ii) & 240.13d-1(G).  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act 12 U.S.C. 1813.  A church plan that is excluded from the definition of an investment company under section 3(c) & 14 of the Investment Company Act of 1940 15 U.S.C. 80(a)(3) & 15 U.S.C. 80(j).  Group, in accordance with 240.13-1(b) & 240.13-1(ii) & 240.13-1(J). **Item 4.** **Amount beneficially owned** 169 shares **Percent of class** 9.94% **Number of shares as to which the person has**

