

MAGELLAN MIDSTREAM PARTNERS LP  
 Form 4  
 February 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MEARS MICHAEL N

2. Issuer Name and Ticker or Trading Symbol  
 MAGELLAN MIDSTREAM PARTNERS LP [MMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

ONE WILLIAMS CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TULSA, OK 74172

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Units	02/17/2011		S		800 D \$ 59.13	49,140	D
Common Units	02/17/2011		S		700 D \$ 59.11	48,440	D
Common Units	02/17/2011		S		189 D \$ 59.09	48,251	D
Common Units	02/17/2011		S		90 D \$ 59.14	48,161	D
Common Units	02/17/2011		S		1,000 D \$ 59.1434	47,161	D

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Common Units	02/17/2011	S	100	D	\$ 59.1	47,061	D
Common Units	02/17/2011	S	200	D	\$ 59.125	46,861	D
Common Units	02/17/2011	S	100	D	\$ 59.1012	46,761	D
Common Units	02/17/2011	S	100	D	\$ 59.06	46,661	D
Common Units	02/17/2011	S	175	D	\$ 59.08	46,486	D
Common Units	02/17/2011	S	100	D	\$ 59.11	46,386	D
Common Units	02/17/2011	S	200	D	\$ 59.08	46,186	D
Common Units	02/17/2011	S	300	D	\$ 59.1	45,886	D
Common Units	02/17/2011	S	900	D	\$ 59.101	44,986	D
Common Units	02/17/2011	S	10	D	\$ 59.12	44,976	D
Common Units	02/17/2011	S	113	D	\$ 59.09	44,863	D
Common Units	02/17/2011	S	400	D	\$ 59.1126	44,463	D
Common Units	02/17/2011	S	500	D	\$ 59.1029	43,963	D
Common Units	02/17/2011	S	300	D	\$ 59.06	43,663	D
Common Units	02/17/2011	S	100	D	\$ 59.135	43,563	D
Common Units	02/17/2011	S	12	D	\$ 59.0906	43,551	D
Common Units	02/17/2011	S	300	D	\$ 59.12	43,251	D
Common Units	02/17/2011	S	500	D	\$ 59.1	42,751	D
Common Units	02/17/2011	S	811	D	\$ 59.08	41,940	D

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

