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WILLIAMS ENERGY PARTNERS L P

Form 8-K/A

May 09, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 11, 2002

Williams Energy Partners L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-16335
(Commission
File Number)

73-1599053
I.R.S. Employer
Identification No.)

One Williams Center, Tulsa, Oklahoma 74172

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 918/573-2000

Not Applicable
(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits.

This current report on Form 8-K/A reflects changes to Williams Energy Partners L.P.'s (the "Partnership's") audited financial statements filed as part of the current report on Form 8-K (dated April 11, 2002) filed May 3, 2002 that resulted from typographical errors in the line item "Transportation and terminaling revenues: Affiliate" in the Partnership's consolidated income statement for 2001 and the line item "Net property, plant and equipment" in the

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Partnership's consolidated balance sheet at December 31, 2001. These typographical errors did not affect the "Total Revenues" or "Total Assets" items in these financial statements.

The Partnership files the following exhibit as part of this report:

Exhibit 99 Restated consolidated financial statements and notes
 of the Partnership

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Partnership has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLIAMS ENERGY PARTNERS L.P.

By: Williams GP LLC, its General Partner

Date: May 8, 2002

/s/ Suzanne H. Costin

Name: Suzanne H. Costin
Title: Corporate Secretary

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INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
99	Restated consolidated financial statements and notes of the Partnership

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