Edgar Filing: MONTAGUE JAMES R - Form 4

| MONTAGU | JE JAMES R | | | | | | | | | |
|--|---|---------------|---|--|--|--|--|--|---|--|
| Form 4 | | | | | | | | | | |
| January 04, | 2013 | | | | | | | | | |
| FORM | | статгс | SECU | DITIES | AND EV | CUANCI | E COMMISSIO | NT | PPROVAL | |
| | UNITED | SIAIES | | ashingtor | | | | Number: | 3235-0287 | |
| Check this box if no longer | | | | | | | | Expires: | January 31, 2005 | |
| subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERS Section 16. SECURITIES | | | | | | WNERSHIP OF | Estimated burden hou | average urs per | | |
| Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b). | Filed pur ons Section 17(| a) of the | Public U | Jtility Ho | lding Co | | inge Act of 1934, t of 1935 or Secti 1940 | | . 0.5 | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> MONTAGUE JAMES R | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | MAGELLAN MIDSTREAM PARTNERS LP [MMP] | | | | (Check all applicable) | | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | _X_Director10% Owner Officer (give titleOther (specify | | | |
| FIVE RAD CENTER, S | 01/02/2013 | | | | below) | below) | | | | |
| (Street) 4. If Amendment, Date Origin Filed(Month/Day/Year) RADNOR, PA 19087 | | | - | al | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| (City) | (State) | (Zip) | | | | | Person | | | |
| (City) | (State) | (Zip) | Tał | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactic Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | (A) or of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (D) Price | (Instr. 3 and 4) | | | |
| Reminder: Rep | port on a separate line | e for each cl | ass of sec | urities bene | eficially ow | ned directly | or indirectly. | | | |
| | | | | | inforr requi | nation con red to resp ays a curre | spond to the colle tained in this forn ond unless the fo ently valid OMB co | n are not rm | SEC 1474 (9-02) | |
| | Tab | | | | | sposed of, or convertible | r Beneficially Owner securities) | d | | |

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

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| Security (Instr. 3) | | | any (Month/Day/Year) | Code (Instr. 8) | Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Securi (Instr. |
|------------------------|------------|------------|-------------------------|--------------------|---|-----|---------------------|--------------------|------------------|--|-------------------|
| | | | | Code V | / (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Units | <u>(1)</u> | 01/02/2013 | | А | 1,884 | | (2) | (2) | Common Units | 1,884 | \$ 45 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|---|-----------------|---------------|---------|-------|--|--|--|
| in porting of the | Director | 10% Owner | Officer | Other | | | |
| MONTAGUE JAN FIVE RADNOR CO SUITE 500 RADNOR, PA 190 | ORPORATE CENTER | Х | | | | | |
| Signatures | | | | | | | |
| James R. Montague | 01/04/2013 | | | | | | |
| <u>**</u> 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).
- (1) Each phantom unit is the economic equivalent of one common unit.
- (2) The phantom units become payable in cash upon termination of service as a director pursuant to the terms of the Director Deferred 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.