

MAGELLAN MIDSTREAM PARTNERS LP  
Form FWP  
August 04, 2010

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated August 4, 2010

Relating to Preliminary Prospectus Supplement dated August 4, 2010

Registration No. 333-162929

**MAGELLAN MIDSTREAM PARTNERS, L.P.**

**4.25% Senior Notes due 2021**

Issuer:	Magellan Midstream Partners, L.P.
Ratings:	Baa2 (Stable) / BBB (Stable)*
Note type:	Senior Unsecured Notes
Pricing date:	August 4, 2010
Settlement date:	August 11, 2010
Maturity date:	February 1, 2021
Principal amount:	\$300,000,000
Benchmark:	U.S. Treasury 3.50% due May 15, 2020
Benchmark yield:	2.944%
Re-offer spread:	+ 135 bps
Re-offer yield to maturity:	4.294%
Coupon:	4.25%
Public offering price:	99.633% plus accrued interest from August 11, 2010
Optional redemption:	Make whole call T + 25 bps
Interest payment dates:	February 1 and August 1, beginning February 1, 2011
CUSIP / ISIN:	55907RAA6 / US55907RAA68
Joint Book-Running Managers:	J.P. Morgan Securities Inc.  Banc of America Securities LLC  Morgan Stanley & Co. Incorporated  Wells Fargo Securities, LLC Citigroup Global Markets Inc.  Credit Suisse Securities (USA) LLC  Deutsche Bank Securities Inc.  Mitsubishi UFJ Securities (USA), Inc.
Co-Managers:	

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal at any time.

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## Edgar Filing: MAGELLAN MIDSTREAM PARTNERS LP - Form FWP

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and any other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at <http://www.sec.gov>. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. at (212) 834-4533, Banc of America Securities LLC at 1-800-294-1322, Morgan Stanley & Co. Incorporated at 1-866-718-1649 or Wells Fargo Securities, LLC at 800-326-5897.