

SALOMON BROTHERS MUNICIPAL PARTNERS FUND II INC

Form 8-K

February 13, 2006

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 13, 2006

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**Salomon Brothers Municipal Partners Fund II Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
  
of incorporation)

**811-07812**  
(Commission File Number)

**13-3722830**  
(IRS Employer  
  
Identification No.)

**300 First Stamford Place,**  
  
**4<sup>th</sup> Floor, Stamford, CT**  
(Address of principal executive offices)

**06902**  
(Zip Code)

Registrant's telephone number, including area code (203) 890-7041

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Salomon Brothers Municipal Partners Fund II Inc.**

**CURRENT REPORT ON FORM 8-K**

**Item 7.01 Regulation FD Disclosure.**

On February 13, 2006, Salomon Brothers Municipal Partners Fund II Inc. entered into a settlement agreement with George W. Karpus, Karpus Management, Inc. (d/b/a Karpus Investment Management) and its directors, officers and all of its respective affiliates (the Settlement Agreement ). The Settlement Agreement, including all exhibits, is being furnished pursuant to Item 7.01 of this Current Report on Form 8-K.

The Settlement Agreement, including all exhibits, is also being filed as solicitation material pursuant to Rule 14a-12 under the Securities Exchange Act of 1934, as amended (the 1934 Act ) and as a pre-commencement communication pursuant to Rule 13e-4(c) under the 1934 Act.

**Item 9. 01 Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit  
Number**

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99.1 Settlement Agreement, dated as of February 13, 2006 by and among George W. Karpus, Karpus Management, Inc. (d/b/a Karpus Investment Management), its directors, officers and all of its respective Affiliates (as defined) and Salomon Brothers Municipal Partners Fund II Inc. (including exhibits).

**SIGNATURE**

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

Salomon Brothers Municipal Partners Fund II Inc.

(Registrant)

Date: February 13, 2006

/s/ Thomas C. Mandia

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(Signature)

Name: Thomas C. Mandia

Title: Assistant Secretary

**EXHIBIT INDEX**

**Exhibit  
Number**

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