

MADISON DEARBORN CAPITAL PARTNERS IV LP

Form 4

April 12, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

MAGELLAN MIDSTREAM
HOLDINGS LP

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)

ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

04/11/2005

☐ Director☒ 10% Owner☐ Officer (give title
below)☐ Other (specify
below)

TULSA, OK 74172

(City)

(State)

(Zip)

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**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)
				(A) or (D)			
			Code	V	Amount		Price

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)

Edgar Filing: MADISON DEARBORN CAPITAL PARTNERS IV LP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Ar Nu Sh
Subordinated Units representing limited partner interests	<u>(1)</u>	04/11/2005	S		2,839,848		<u>(3)</u>	<u>(2)</u>	Common Units representing limited partner interests	2,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAGELLAN MIDSTREAM HOLDINGS LP ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
MAGELLAN MIDSTREAM MANAGEMENT LLC ONE WILLIAMS CENTER TULSA, OK 74172	X	X		
MADISON DEARBORN CAPITAL PARTNERS IV LP	X	X		
MADISON DEARBORN PARTNERS LLC THREE FIRST NATIOANL PLAZA STE 3800 CHICAGO, IL 60602	X	X		
RIVERSTONE HOLDINGS LLC 1 GREENWICH OFFICE PARK GREENWICH, CT 06831	X	X		
CARLYLE RIVERSTONE ENERGY PARTNERS II LP	X	X		
C R ENERGY GP II LLC	X	X		
CARLYLE RIVERSTONE MLP HOLDINGS LP	X	X		
MADISON DEARBORN PARTNERS IV LP THREE FIRST NATIONAL PLAZA STE 3800 CHICAGO, IL 60602	X	X		

Signatures

John D. Chandler, Vice President, Chief Financial Officer and Treasurer of Magellan Midstream Management, LLC, general partner of Magellan Midstream Holdings, L.P.

04/12/2005

__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) 1-for-1

(2) None

(3) The subordinated units will automatically convert into common units on a one-for-one basis one day following the 2005 fourth quarter distribution record date if certain financial tests are met as set forth in the issuer's partnership agreement. Also, if the general partner of the issuer is removed under circumstances where cause does not exist and units held by affiliates of the general partner are not voted in favor of such removal, the subordinated units will convert into common units on a one-for-one basis.

(4) These securities were owned by Magellan Midstream Holdings, L.P., which is a member of a "group" for purposes of Section 13(d) of the Exchange Act including Magellan Midstream Management, LLC, Carlyle/Riverstone MLP Holdings, L.P., Carlyle/Riverstone Energy Partners II, L.P., C/R Energy GP II, LLC, Riverstone Holdings LLC, Madison Dearborn Capital Partners IV, L.P., Madison Dearborn Partners IV, L.P., Madison Dearborn Partners, L.L.C., and other entities not jointly filing on this Form 4. Magellan Midstream Holdings, L.P. directly owned all securities reported on this Form 4, and all the other joint filers' ownership form was indirect, through one or more subsidiaries.

(5) The joint filers are jointly filing this Form 4 and information regarding the joint filers other than Magellan Midstream Holdings, L.P. is set forth on Exhibit 99 to this Form 4. The reporting persons disclaimed beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons were beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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.