#### Edgar Filing: WESTERN ASSET MUNICIPAL PARTNERS FUND INC. - Form 3/A

WESTERN ASSET MUNICIPAL PARTNERS FUND INC.

Form 3/A March 12, 2010

## FORM 3

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement WESTERN ASSET MUNICIPAL PARTNERS FUND  **BANK OF AMERICA CORP** (Month/Day/Year) INC. [MNP] /DE/ 12/31/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **BANK OF AMERICA** 01/15/2010 (Check all applicable) CORPORATE CENTER, 100 N TRYON STREET Director \_\_X\_\_ 10% Owner (Street) Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Form filed by One Reporting Person CHARLOTTE, NCÂ 28255 \_X\_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) 145 (1) (2) **Auction Rate Preferred** Ι By Subsidiary Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

6. Nature of Indirect 1. Title of Derivative Security 3. Title and Amount of 2. Date Exercisable and (Instr. 4) **Expiration Date** Securities Underlying Ownership Beneficial Ownership Conversion (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5)

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		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships			
Reporting Owner Name / Nauress		10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON STREET CHARLOTTE, NC 28255	Â	ÂX	Â	Â
MERRILL LYNCH, PIERCE, FENNER & SMITH INC. 4 WORLD FINANCIAL CENTER NORTH TOWER NEW YORK, NY 10080	Â	ÂX	Â	Â
BANK OF AMERICA NA 100 N. TRYON STREET CHARLOTTE, NC 28255	Â	ÂX	Â	Â
Blue Ridge Investments, L.L.C. 214 NORTH TRYON STREET CHARLOTTE, NC 28255	Â	ÂX	Â	Â

### **Signatures**

Bank of America Corporation and Bank of America, N.A. By: /s/ Debra I. Cho, Senior Vice President	03/12/2010	
**Signature of Reporting Person	Date	
Merrill Lynch, Pierce, Fenner & Smith, Inc. By: /s/ Lawrence Emerson, Attorney-In-Fact		
**Signature of Reporting Person	Date	
Blue Ridge Investments, L.L.C. By: /s/ John Hiebendahl, Vice President and Controller	03/12/2010	
**Signature of Reporting Person	Date	

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- The Auction Rate Preferred Shares ("Shares") reported in Table 1 represent 1 Share beneficially owned by Merrill Lynch, Pierce, Fenner & Smith, Inc. ("MLPFS"), 11 Shares beneficially owned by Bank of America, N.A. ("BANA"), and 133 Shares beneficially owned by Blue Ridge Investments, L.L.C. ("Blue Ridge"). MLPFS, BANA, and Blue Ridge are each indirect, wholly owned subsidiaries of Bank of America Corporation ("Bank of America").
- The Reporting Persons are filing this Form 3/A to indicate that the Form 3 previously filed on January 15, 2010 (the "Original Form 3") was filed in error. The Original Form 3 was not required to be filed because the Reporting Persons were not as of the event date of the Original Form 3, and currently are not, beneficial owners of more than 10% of a class of equity securities of the Issuer.

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#### **Remarks:**

Reporting Owners 2

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The Shares reported herein represent Bank of America's combined holdings in multiple series of auct securities of the issuer, which are treated herein as one class of securities in accordance with th Securities--Global Exemptive Relief no-action letter issued by the Securities and Exchange Commission 22, 2008.

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.