

Edgar Filing: KARPUS MANAGEMENT INC - Form SC 13D/A

KARPUS MANAGEMENT INC  
Form SC 13D/A  
February 10, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 5)  
Under the Securities and Exchange Act of 1934

Salomon Brothers Municipal Partners Fund, Inc.  
(MNP)  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

794916106  
(CUSIP Number)

George W. Karpus, President  
Karpus Management, Inc. d/b/a  
Karpus Investment Management  
183 Sullys Trail  
Pittsford, New York 14534  
(585) 586-4680

(Name, Address, and Telephone Number of Person Authorized to Receive Notices  
and Communications)

February 10, 2004  
(Date of Event which Requires Filing of this Statement)

If the person has previously filed a statement on Schedule 13G to report the  
acquisition which is the subject of this Schedule 13D, and is filing this  
schedule because of Rule 13d-1 (b) (3) or (4), check the following box. [ ]

(Page 1 of 4 pages)  
There are no exhibits.

ITEM 1 Security and Issuer  
Common Stock  
Salomon Brothers Municipal Partners Fund, Inc.  
Salomon Brothers Asset Management .  
125 Broad Street  
10th Floor, MF-2  
New York, New York 10004

ITEM 2 Identity and Background

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- a) Karpus Management, Inc. d/b/a Karpus Investment Management (?KIM?)  
George W. Karpus, President, Director and Controlling Stockholder  
JoAnn VanDegriff, Vice President and Director  
Sophie Karpus, Director
- b) 183 Sullys Trail  
Pittsford, New York 14534
- c) Principal business and occupation - Investment Management for individuals, pension and profit sharing plans, corporations, endowments, trust and others, specializing in conservative asset management (i.e. fixed income investments).
- d) None of George W. Karpus, JoAnn Van Degriff, or Sophie Karpus (?the Principals?) or KIM has been convicted in the past five years of any criminal proceeding (excluding traffic violations).
- e) During the last five years none of the principals or KIM has been a party to a civil proceeding as a result of which any of them is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- f) Each of the Principals is a United States citizen.  
KIM is a New York corporation.

ITEM 3 Source and Amount of Funds or Other Considerations

KIM, an independent investment advisor, has accumulated shares of MNP on behalf of accounts that are managed by KIM (?the Accounts?) under limited powers of attorney. All funds that have been utilized in making such purchases are from such Accounts.

ITEM 4 Purpose of Transaction

KIM has purchased Shares for investment purposes. Being primarily a fixed income manager, with a specialty focus in the closed end fund sector, the profile of MNP fit the investment guidelines for various Accounts. Shares have been acquired since December 8, 2000.

ITEM 5 Interest in Securities of the Issuer

a) As of the date of this Report, KIM owns 425,450 shares, which represents 7.39% of the outstanding Shares. George Karpus presently owns 15,000 shares purchased on April 16, 2001 at \$12.50 (10,000 shares) and April 11, 2003 at \$13.33 (5,000 shares). None of the other Principals presently owns shares.

b) KIM has the sole power to dispose of and to vote all of such Shares under limited powers of attorney.

c) The first open market purchase occurred on December 8, 2000 as previously reported. Open market purchases for the last 60 days for the Accounts. There have been no dispositions and no acquisitions, other than by such open market purchases, during such period.

DATE  
SHARES  
PRICE PER

DATE  
SHARES  
PRICE PER

SHARE

SHARE  
12/2/2003  
3400  
13.70

1/5/2004

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2800  
13.9  
12/4/2003  
100  
13.68

1/9/2004  
1000  
14.01  
12/5/2003  
100  
13.68

1/26/2004  
-1400  
14.3  
12/9/2003  
2200  
13.68

1/30/2004  
-600  
14.3  
12/10/2003  
-400  
13.76

12/11/2003  
1000  
13.75

12/12/2003  
2400  
13.68

12/15/2003  
-3000  
13.76

12/23/2003  
-1500  
13.86

12/26/2003  
-900  
13.86

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12/29/2003  
3000  
13.89

The Accounts have the right to receive all dividends from, any proceeds from the sale of the Shares. KIM reserves the right to further accumulate or sell shares. None of the Accounts has an interest in shares constituting more than 5% of the Shares outstanding.

ITEM 6 Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

Except as described above, there are no contracts, arrangements, understandings or relationships of any kind among the Principals and KIM and between any of them and any other person with respect to any of MNP securities.

ITEM 7 Materials to be Filed as Exhibits  
Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Karpus Management, Inc.

February 10, 2004  
Date

Name/Title

By: \_\_\_\_\_

Signature

Jo Ann Van Degriff, Senior Vice President