WILLIAMS ENERGY PARTNERS L P Form 8-K July 31, 2002

> SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

> > FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 29, 2002 _____

Williams Energy Partners L.P. _____

(Exact name of registrant as specified in its charter)

Delaware 1-16335 73-1599053 (State or other (Commission (I.R.S. Employer jurisdiction of File Number) Identification No.) incorporation)

74172 One Williams Center, Tulsa, Oklahoma _____ _____ (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 918/573-2000

Not Applicable (Former name or former address, if changed since last report)

Item 5. Other Events.

On July 29, 2002, Williams Energy Partners L.P. (the "Partnership") announced an operating profit of \$36.7 million for the quarter ended June 30, 2002, compared with \$33.5 million in 2001. This represents a 9.6 percent increase.

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Item 7. Financial Statements and Exhibits.

The Partnership files the following exhibit as part of this report:

Exhibit 99.1 Copy of the Partnership's press release dated July 29, 2002, publicly announcing the information reported herein.

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

WILLIAMS ENERGY PARTNERS L.P.

By: Williams GP LLC, its General Partner

Date: July 31, 2002

/s/ Suzanne H. Costin

Name: Suzanne H. Costin Title: Corporate Secretary

INDEX TO EXHIBITS

EXHIBIT NUMBER DESCRIPTION

99.1 Copy of the Partnership's press release dated July 29, 2002, publicly announcing the information reported herein.