

WESTERN ASSET MUNICIPAL PARTNERS FUND INC.

Form SC 13G

November 10, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
Western Asset Municipal Partners Fund
(Name of Issuer)

Aution Rate Preferred Shares
(Title of Class of Securities)

95766P207
(CUSIP Number)

10/30/14
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No.: 95766P207

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Bulldog Investors LLC, Phillip Goldstein, Andrew Dakos and Steven Samuels

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each reporting Person
With:

5. Sole Voting Power

68

6. Shared Voting Power

41

7. Sole Dispositive Power

68

8. Shared Dispositive Power

41

9. Aggregate Amount Beneficially Owned by Each Reporting Person
109 - (footnote 1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

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Shares (See Instructions)
N/A

11. Percent of Class Represented by Amount in Row (9)
6.41%

12. Type of Reporting Person (See Instructions)
IA

Item 1.

(a) The Name of the Issuer is:
Western Asset Municipal Partners Fund ("MNP")

(b) The Address of the Issuer's Principal Executive Office is:
620 Eight Ave.
49th FL
New York, NY 10018

Item 2.

(a) The names of the Persons Filing are:
Bulldog Investors LLC, Phillip Goldstein, Andrew Dakos and
Steven Samuels

(b) The address of principal place of business and
principal office is:
Park 80 West, 250 Pehle Ave. Suite 708
Saddle Brook, NJ 07663

(c) Citizenship or Place of Organization: Delaware

(d) Title of Class of Securities: Auction Rate Preferred Shares

(e) CUSIP Number: 95766P207

Item 3.

This statement is filed pursuant to 240.13d-1(b). The person filing is:
(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

Item 4.

(a) Amount beneficially owned: 109
(b) Percent of class: 6.41%
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote: 68
(ii) Shared power to vote or to direct the vote: 41
(iii) Sole power to dispose or to direct the disposition
of: 68
(iv) Shared power to dispose or to direct the disposition
of: 41

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of
the date hereof the reporting person has ceased to be the
beneficial owner of more than five percent of the class of
securities, check the following: ____.

Item 6. Ownership of More than Five Percent on Behalf of Another
Person.

Clients of Bulldog Investors, LLC are entitled to receive dividends
and sales proceeds.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on by the Parent Holding Company.
Not applicable.

Item 8. Identification and Classification of Members of the Group.

As per N-CSR filed January 28, 2014, there were 1,700 shares of Auction Rate Preferred outstanding as of November 30, 2013. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment adviser. As of November 10, 2014, Bulldog Investors, LLC is deemed to be the beneficial owner of 109 shares of MNP by virtue of Bulldog Investors, LLC's power to direct the vote of, and dispose of, these shares. These 109 shares of MNP include 68 shares (representing 4.00% of MNP's outstanding shares) that are beneficially owned by Mr. Goldstein and the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Opportunity Income Plus LP, Full Value Special Situations Fund LP, Full Value Offshore Fund Ltd., Full Value Partners LP, and MCM Opportunity Partners LP (collectively, Bulldog Investors group of Funds). Bulldog Investors group of Funds may be deemed to constitute a group. All other shares included in the aforementioned 109 shares of MNP owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 41 shares (representing 2.41% of MNP's outstanding shares).

Item 9. Notice of Dissolution of Group.
Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

By: /s/
Name: Phillip Goldstein
Title: Principal, Bulldog Investors LLC
Date: November 10, 2014

By: /s/
Name: Andrew Dakos
Title: Principal, Bulldog Investors LLC
Date: November 10, 2014

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By: /s/
Name: Steven Samuels
Title: Principal, Bulldog Investors LLC
Date: November 10, 2014

Bulldog Investors, LLC
By: /s/ Andrew Dakos
Andrew Dakos, Member
Date: November 10, 2014

Footnote 1: The reporting persons disclaim beneficial ownership
except to the extent of any pecuniary interest therein.

Exhibit A: Agreement to make joint filings.

Agreement made as of the 10th day of November, 2014, by and among
Bulldog Investors, LLC, Phillip Goldstein, Andrew Dakos, and
Steven Samuels.

WHEREAS, Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 provides
that whenever two or more persons are required to file a statement containing
the information required by Schedule 13G with respect to the same securities,
only one such statement need be filed, so long as, among other things, such
filing includes as an exhibit an agreement among such persons that such a
statement is filed on behalf of each of them;

WHEREAS, in connection with certain holdings of Western Asset Municipal
Partners Fund ("MNP"), each of the parties to this Agreement is required to
file a statement containing the information required by Schedule 13G with
respect to the same holdings of MNP;

NOW THEREFORE, the parties hereby agree that one statement containing the
information required by Schedule 13G shall be filed on behalf of each party
hereto.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties
hereto as of the day and year first written above.

By:/s/ Phillip Goldstein
Phillip Goldstein

By:/s/ Andrew Dakos
Andrew Dakos

BULLDOG INVESTORS, LLC

By: /s/ Steven Samuels
Steven Samuels

By: /s/ Andrew Dakos
Andrew Dakos, Member