

McMahon Michael E
Form 3
March 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â McMahon Michael E

(Last) (First) (Middle)

20 E. GREENWAY
PLAZA,Â SUITE 900

(Street)

HOUSTON,Â TXÂ 77046

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/08/2007

3. Issuer Name and Ticker or Trading Symbol

Boardwalk Pipeline Partners, LP [BWP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

Sr. Vice Pres & Gen. Counsel

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Phantom LP Units	Â (1)	Â (1)	Common Units	1,338	\$ 0	D	Â
Phantom LP Units	Â (2)	Â (2)	Common Units	3,213	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMahon Michael E 20 E. GREENWAY PLAZA SUITE 900 HOUSTON, TX 77046	Â	Â	Â Sr. Vice Pres & Gen. Counsel	Â

Signatures

Attorney in fact /s/ Steven Barkauskas for Michael E.
McMahon

03/08/2007

__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).
- (1) Granted on December 15, 2005. Each phantom unit, which is the economic equivalent of one common unit of the issuer, vests and becomes payable to the Reporting Person in cash, 50% on each of the second and third anniversaries of the grant date.
- (2) Granted on December 21, 2006. Each phantom unit, which is the economic equivalent of one common unit of the issuer, vests and becomes payable to the Reporting Person in cash, 50% on each of the second and third anniversaries of the grant date.

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.