WESTERN ASSET MUNICIPAL PARTNERS FUND II INC.

Form SC 13G/A February 12, 2007

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 2)\*

#### Western Asset Municipal Partners Fund II Inc.

(Name of Issuer)

#### **Common Stock**

(Title of Class of Securities)

#### 95766V105

(CUSIP Number)

#### **December 31, 2006**

(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)
- T Rule 13d-1(d)
- \* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

# Edgar Filing: WESTERN ASSET MUNICIPAL PARTNERS FUND II INC. - Form SC 13G/A CUSIP No. 95766V105

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).				
	Peter Wilby				
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				
	United States				
	Number of	5.	Sole Voting Power: 316,737.64		
		6.	Shared Voting Power: 0		
	Shares	7.	Sole Dispositive Power: 316,737.64		
	Beneficially				
	Owned by				
	Each				
	Reporting				
	Person				
	With:				
		8.	Shared Dispositive Power: 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person.				
	316,737.64				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Percent of Class Represented by Amount in Row (9)				

5.3%

12.	Type of Reporting Person (See Instructions)	
	IN	
Item 1.	(a)	Name of Issuer
		Western Asset Municipal Partners Fund II Inc. ( Issuer )
	(b)	Address of Issuer s Principal Executive Offices
		385 East Colorado Boulevard
		Pasadena, California 91101
Item 2.	(a)	Name of Person Filing
		Peter Wilby
	(b)	Address of Principal Business Office or, if none, Residence
		31 West 52 <sup>nd</sup> Street, 16 <sup>th</sup> Floor
		New York, NY 10019
	(c)	Citizenship
		United States
	(d)	Title of Class of Securities

Common Stock, par value \$.001 per share ( Common Stock )

(e) CUSIP Number

95766V105

# Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)	£	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b)	£	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	£	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	£	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
(e)	£	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f)	£	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g)	£	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(h)	£	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)	£	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j)	£	Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

316,737.64 shares of Common Stock

(b) Percent of class:

5.3%

(c) Number of shares as to which the person has:

Sole power to vote or to direct the vote:

(i) 316,737.64

Shared power to vote or to direct the vote:

(ii) none

Sole power to dispose or to direct the

(iii) disposition of: 316,737.64.

Shared power to dispose or to direct the

(iv) disposition of: none

#### 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  $\pounds$ .

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

	Not applicable
Item 8.	Identification and Classification of Members of the Group
	Not applicable.
Item 9.	Notice of Dissolution of Group
	Not applicable.
Item 10.	Certification
	Not applicable.  SIGNATURE
	inquiry and to the best of my knowledge and belief, I certify that the information set forth in this, complete and correct.

Date

/s/ Peter Wilby Signature

Peter Wilby Name/Title