

GAUTREAUX WILLIAM C
 Form 4
 November 16, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 GAUTREAUX WILLIAM C

(Last) (First) (Middle)

2 BRUSH CREEK BLVD., SUITE 200

(Street)

KANSAS CITY, MO 64112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 INERGY L P [NRGY]

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

President - Inergy Services

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units | | | | | 293,161 ⁽¹⁾ | D | |
| Common Units | | | | | 7,610 | I | By Employee Unit Purchase Plan ⁽²⁾ |
| Common Units | 11/14/2012 | | C | 338,758 A | \$ 0 1,800,200 | I | As Trustee of the William C. Gautreaux Revocable |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|------|---------|---|--|
| Common Units | 11/14/2012 | | C | 56,845 | A | \$ 0 | 312,839 | I | Trust ⁽³⁾ As Co-Trustee of the William C. Gautreaux 2005 GRAT <u>(4)</u> |
| Common Units | 11/14/2012 | | C | 6,654 | A | \$ 0 | 25,889 | I | As Co-Trustee of the William C. Gautreaux 2007 GRAT II <u>(5)</u> |
| Common Units | 11/14/2012 | | C | 1,752 | A | \$ 0 | 8,567 | I | As Co-Trustee of the William C. Gautreaux 2008 GRAT II <u>(6)</u> |

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

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class B Units | <u>(7)</u> | 11/14/2012 | | <u>J</u> ⁽⁸⁾ | 901.804 | <u>(7)</u> | <u>(7)</u> | Common Units | 901.8 |
| Class B Units | <u>(7)</u> | 11/14/2012 | | C | 338,758 | <u>(7)</u> | <u>(7)</u> | Common Units | 338,7 |

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| | | | | | | | | |
|---------------|------------|------------|-------------------------|---------|------------|------------|--------------|--------|
| Class B Units | <u>(7)</u> | 11/14/2012 | <u>J⁽⁹⁾</u> | 151.327 | <u>(7)</u> | <u>(7)</u> | Common Units | 151.3 |
| Class B Units | <u>(7)</u> | 11/14/2012 | C | 56,845 | <u>(7)</u> | <u>(7)</u> | Common Units | 56,845 |
| Class B Units | <u>(7)</u> | 11/14/2012 | <u>J⁽¹⁰⁾</u> | 17.716 | <u>(7)</u> | <u>(7)</u> | Common Units | 17.716 |
| Class B Units | <u>(7)</u> | 11/14/2011 | C | 6,654 | <u>(7)</u> | <u>(7)</u> | Common Units | 6,654 |
| Class B Units | <u>(7)</u> | 11/14/2011 | <u>J⁽¹¹⁾</u> | 4.663 | <u>(7)</u> | <u>(7)</u> | Common Units | 4.663 |
| Class B Units | <u>(7)</u> | 11/14/2001 | C | 1,752 | <u>(7)</u> | <u>(7)</u> | Common Units | 1,752 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAUTREAU WILLIAM C 2 BRUSH CREEK BLVD., SUITE 200 KANSAS CITY, MO 64112 | | | President - Inergy Services | |

Signatures

| | |
|---|------------|
| /s/ Judy R. Riddle (attorney-in-fact) for William C. Gautreaux | 11/16/2012 |
| <u> </u> Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Includes restricted units granted under the Inergy, L.P. Long Term Incentive Plan, as amended.
- (2) Represents common units held in the EUPP. Contributions to the EUPP are used to purchase Inergy common units at the end of each quarter.
- (3) Mr. Gautreaux is trustee of the William C. Gautreaux Revocable Trust under Trust Indenture dated March 8, 2004.
- (4) Mr. Gautreaux is a co-trustee of the William C. Gautreaux 2005 Grantor Retained Annuity Trust under Trust Indenture dated March 31, 2005.
- (5) Mr. Gautreaux is a co-trustee of the William C. Gautreaux 2007 Grantor Retained Annuity Trust II under Trust Indenture dated August 30, 2007.
- (6) Mr. Gautreaux is a co-trustee of the William C. Gautreaux 2008 Grantor Retained Annuity Trust II under Trust Indenture dated May 20, 2008.
- (7) The Class B units will convert automatically into common units on a one-for-one basis, with 50% of the outstanding Class B units converting into common units following the payment date of the fourth quarterly distribution following the closing of the merger and the remaining outstanding Class B units converting into common units following the payment date of the eighth quarterly distribution following the closing of the merger.
- (8) The reporting person received 901.804 Class B units as a payment-in-kind distribution on 337,857.818 Class B units owned on the distribution date.
- (9) The reporting person received 151.327 Class B units as a payment-in-kind distribution on 56,694.621 Class B units owned on the distribution date.
- (10) The reporting person received 17.716 Class B units as a payment-in-kind distribution on 6,637.068 Class B units owned on the distribution date.
- (11) The reporting person received 4.663 Class B units as a payment-in-kind distribution on 1,747.611 Class B units owned on the distribution date.
- (12) In lieu of receiving the fractional units, the reporting person was paid cash based on the NRGY closing price on November 14, 2012.

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.