

AMERIGAS PARTNERS LP
Form 4
June 18, 2014

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 *
Energy Transfer Partners, L.P.

2. Issuer Name and Ticker or Trading Symbol
AMERIGAS PARTNERS LP [APU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3738 OAK LAWN AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2014

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

DALLAS, TX 75219

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units | 06/17/2014 | | S ⁽¹⁾ | | 8,500,000 | D | \$ 44.4 |
| | | | | | 1,242,362 | I | |
| Common Units | | | | | 3,125,000 | I | |

Held by Heritage ETC, L.P. ⁽²⁾

Held by Evergreen Assurance, LLC ⁽³⁾

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| Heritage ETC, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| Heritage ETC GP, L.L.C. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| Energy Transfer Partners GP, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| Energy Transfer Partners, L.L.C. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| Energy Transfer Equity, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| LE GP LLC 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |

WARREN KELCY L
3738 OAK LAWN AVENUE
DALLAS, TX 75219

X

Signatures

William J. Healy as Attorney-in-Fact for Martin Salinas, Jr. on behalf of Heritage ETC, L.P., Heritage ETC GP, L.L.C., Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P., and Energy Transfer Partners, L.L.C. 06/18/2014

__Signature of Reporting Person Date

Sonia Aube as Attorney-in-Fact on behalf of LE GP, LLC, the general partner of Energy Transfer Equity, L.P. 06/18/2014

__Signature of Reporting Person Date

Sonia Aube as Attorney-in-Fact for Kelcy L Warren 06/18/2014

__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).

This is to report an underwritten public offering by Heritage ETC, L.P., a wholly owned subsidiary of ETP of 8,500,000 Amerigas Units at a price to the public of \$44.40 (which is net of underwriting discounts and commissions). The 8,500,000 Amerigas Units have been registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (File No. 333-186316) of Amerigas, as supplemented by the Prospectus Supplement dated June 12, 2014 filed by Amerigas with the Securities Exchange Commission on June 12, 2014.

(1) Heritage ETC, L.P. is the direct owner of 1,242,362 Amerigas Units. ETP owns a 99.999% limited partner interest in Heritage ETC, L.P.; Heritage ETC GP, L.L.C owns a 0.001% general partner interest in Heritage ETC, L.P.; Energy Transfer Partners GP, L.P. owns a 0.8% general partner interest in ETP; Energy Transfer Partners, L.L.C. owns a 0.01% general partner interest in Energy Transfer Partners GP, L.P.; Energy Transfer Equity, L.P. owns a 100% limited liability company interest in Energy Transfer Partners, L.L.C. and a 99.99% limited partner interest in Energy Transfer Partners GP, L.P. LE GP, LLC owns a 0.31% general partner interest in Energy Transfer Equity, L.P.; Kelcy L. Warren owns a 81.2% membership interest in LE GP, LLC.

(2) Evergreen Assurance, LLC ("Evergreen") owns 3,125,000 Amerigas Units. Evergreen is an indirect wholly-owned subsidiary of ETP. On June 10, 2014, Heritage ETC, L.P. transferred 3,125,000 Amerigas Units to Evergreen.

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.