

INERGY L P
Form 4
February 17, 2011

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 *
HUGHES CARL A

(Last) (First) (Middle)
TWO 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)
02/15/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
SVP of Inergy GP, LLC

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Units | | | | | 5,475.6593 | I | By Unit Purchase Plan |
| Common Units | | | | | 34,650 ⁽²⁾ | D | |
| Common Units | 12/23/2009 | | G ⁽⁹⁾ | 2,880 D ⁽¹⁰⁾ | 973,218 | I | As Trustee of the Carl A. Hughes Revocable Trust ⁽¹⁾ |
| | 12/28/2010 | | G ⁽⁵⁾ | V 2,020 D ⁽⁶⁾ | 970,338 | I | |

| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------------|---------|---|---|
| Common Units | | | | | | | | | As Trustee of the Carl A. Hughes Revocable Trust ⁽¹⁾ |
| Common Units | 02/15/2011 | | S | 50,000 | D | \$ 41.9943 | 207,302 | I | As Trustee of the Carl A. Hughes GRAT ⁽³⁾ |
| | | | | | | <u>(7)</u> <u>(8)</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.

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(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) | 8. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Units | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Units | 174,435.051 |
| Class B Units | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Units | 601,113.188 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| HUGHES CARL A TWO BRUSH CREEK BLVD. | | | | SVP of Inergy GP, LLC |

SUITE 200
KANSAS CITY, MO 64112

Signatures

/s/ Judy Riddle (attorney-in-fact) for Carl A.
Hughes

02/17/2011

__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) Mr. Hughes is the trustee of the Carl A. Hughes Revocable Trust.
- (2) Restricted units granted under the Inergy, L.P. Long Term Incentive Plan, as amended.
- (3) Mr. Hughes is a co-trustee of the Carl A. Hughes 2005 Grantor Retained Annuity Trust.

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.
- (4) On December 28, 2010, the reporting person gifted a total of 2,020 units of Inergy, L.P. common stock to his 4 children.
- (5) The closing price of Inergy, L.P. common units on December 28, 2010 was \$39.18.
- (6) The prices for this transaction range from \$41.935 to \$42.035.
- (7) Upon request, full information about the subject transaction will be provided to the SEC.
- (8) On December 23, 2009, the reporting person gifted a total of 2,880 units of Inergy, L.P. common stock to his 4 children.
- (9) The closing price of Inergy, L.P. common units on December 23, 2009 was \$35.98.
- (10)

Remarks:

Contributions to the EUPP plan are used to purchase Inergy, L.P. Common Units at the end of each quarter.

On January 12, 2004, the Common, Senior Subordinated and Junior Subordinated Units of Inergy, L.P. underwent a two-for-one

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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