

AMERIGAS PARTNERS LP

Form 4

January 21, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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.

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

01/17/2014

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

DALLAS, TX 75219

(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 Beneficial Ownership (Instr. 4)		
Common Units	01/17/2014		S	8,000,000	D	\$ 44.01	21,567,362	I	Held by Heritage ETC, L.P.

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)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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.

01/21/2014

\_\_Signature of Reporting Person

Date

Sonia Aube as Attorney-in-fact on behalf of LE GP, LLC and Energy Transfer Equity, L.P.

01/21/2014

\_\_Signature of Reporting Person

Date

Sonia Aube as Attorney-in-fact for Kelcy L. Warren

01/21/2014

\_\_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).

### Remarks:

On January 17, 2014, Heritage ETC, L.P., a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP"), completed an

Heritage ETC, L.P. is the direct owner of the APU common units. ETP owns a 99.999% limited partner interest in Heritage ETC, L.P.

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.