

AMERIGAS PROPANE INC
Form 4
January 17, 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 *
PETROLANE INC

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)
2525 NORTH 12TH STREET, SUITE 360
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2012

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

READING, PA 19612

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 Ownership (Instr. 4)
				(A) or (D)	Price		
APU Common Units	01/12/2012		J ⁽¹⁾	934,327	D \$ 44.61	23,756,882	D ⁽²⁾

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

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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
PETROLANE INC 2525 NORTH 12TH STREET SUITE 360 READING, PA 19612		X		
AMERIGAS INC 2525 NORTH 12TH STREET SUITE 360 READING, PA 19612		X		
AMERIGAS PROPANE INC 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406		X		
UGI CORP /PA/ 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406		X		

Signatures

Margaret M. Calabrese,
Secretary 01/17/2012

**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) After completion on January 12, 2012 of the previously announced contribution to AmeriGas Partners, L.P. pursuant to the Contribution and Redemption Agreement dated as of October 15, 2011, as amended, by and among AmeriGas Partners, L.P. (the "Partnership"), Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P., and Heritage ETC, L.P., Petrolane Incorporated, a wholly owned subsidiary of AmeriGas Propane, Inc., the general partner of the Partnership, made contributions (collectively, the "GP Contribution") to the Partnership and to the Partnership's subsidiary, AmeriGas Propane, L.P. (the "OLP") on behalf of AmeriGas Propane, Inc., as required by the Fourth Amended and Restated Agreement of Limited Partnership of the Partnership and the Second Amended and Restated

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Agreement of Limited Partnership of the OLP, respectively. The GP Contribution was in the form of Common Units of the Partnership held of record by Petrolane Incorporated.

This report is filed jointly by UGI Corporation, its wholly owned subsidiary, AmeriGas, Inc., its wholly owned subsidiary, AmeriGas (2) Propane, Inc., and its wholly owned subsidiary, Petrolane Incorporated. The reported securities are owned directly by Petrolane Incorporated.

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.