

INERGY L P  
Form 4  
December 07, 2010

**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 \*  
Atterbury Andrew L

(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)  
12/03/2010

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 - Corporate Development

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	12/03/2010		M		62,090	A	\$ 9.74
Common Units	12/03/2010		S		2,790	D	\$ 38.3
Common Units	12/03/2010		S		5,000	D	\$ 38.2505 (2) (3)
Common Units	12/03/2010		S		5,000	D	\$ 38.2115 (3) (4)
	12/03/2010		S		49,300	D	

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Common Units					\$ 38.1923	1,463,227	
					(3) (5)	(10)	
Common Units	12/06/2010		M	7,210	A \$ 9.74	1,470,437	D
						(10)	
Common Units	12/06/2010		S	5,000	D \$ 38.4602	1,465,437	D
					(3) (6)	(10)	
Common Units	12/06/2010		S	2,210	D \$ 38.3427	1,463,227	D
					(3) (7)	(10)	
Common Units	12/06/2010		S	7,686	D \$ 38.4572	1,455,541	D
					(3) (8)	(10)	
Common Units	12/06/2010		S	118,775	D \$ 38.5809	1,336,766	D
					(3) (9)	(10)	
Common Units	12/07/2010		S	93,324	D \$ 38.5588	1,243,442	D
					(3) (11)	(10)	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Long Term Incentive Plan - Options	\$ 9.74	12/03/2010		M	62,090	06/20/2010 06/19/2015	Common Units	62,090	
Long Term	\$ 9.74	12/06/2010		M	7,210	06/20/2010 06/19/2015	Common Units	7,210	

Incentive  
Plan -  
Options

Class B  
Units

(1)

(1)

(1)

Common  
Units

805,876

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atterbury Andrew L TWO BRUSH CREEK BLVD. SUITE 200 KANSAS CITY, MO 64112			SVP - Corporate Development	

## Signatures

/s/ Judy Riddle (attorney-in-fact) for Andrew L.  
Atterbury

12/07/2010

\_\_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) 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.
- (2) The prices for this transaction range from \$38.25 to \$38.30.
- (3) Upon request, full information about the subject transaction will be provided to the SEC.
- (4) The prices for this transaction range from \$38.20 to \$38.27.
- (5) The prices for this transaction range from \$38.15 to \$38.25.
- (6) The prices for this transaction range from \$38.35 to \$38.71.
- (7) The prices for this transaction range from \$38.32 to \$38.36.
- (8) The prices for this transaction range from \$38.45 to \$38.48.
- (9) The prices for this transaction range from \$38.52 to \$38.72.
- (10) Includes restricted units granted under the Inergy, L.P. Long Term Incentive Plan, as amended.
- (11) The prices for this transaction range from \$38.20 to \$38.72.

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.