

INERGY L P  
Form 4  
February 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**02/14/2012**

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 - Business 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Units					6,244.2179	I	By Unit Purchase Plan
Common Units					23,100 <sup>(2)</sup>	D	
Common Units					1,314,476	I	As Trustee of the Carl A. Hughes Revocable Trust <sup>(1)</sup>
					304,971	I	

Common  
Units

As Trustee  
of the Carl  
A. Hughes  
GRAT <sup>(3)</sup>

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units	(4)	02/14/2012		J(5)	4,998.589		(4)	(4)	Common Units	4,998.589
Class B Units	(4)	02/14/2012		J(6)	1,450.524		(4)	(4)	Common Units	1,450.524

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES CARL A TWO BRUSH CREEK BLVD. SUITE 200 KANSAS CITY, MO 64112			SVP - Business Development	

## Signatures

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

02/16/2012

\_\_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) Mr. Hughes is the trustee of the Carl A. Hughes Revocable Trust.
- (2) Includes 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) The reporting person received 4,998.589 Class B units as a payment-in-kind distribution on 295,557.696 Class B units owned on the distribution record date.
  - (5) The reporting person received 1,450.524 Class B units as a payment-in-kind distribution on 85,766.920 Class B units owned on the distribution record date.

### 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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