

LE GP LLC

Form 3

January 23, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Energy Transfer Partners, L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/12/2012

3. Issuer Name **and** Ticker or Trading Symbol
AMERIGAS PARTNERS LP [APU]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

3738 OAK LAWN AVE.

(Street)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Units

29,567,362 ⁽¹⁾

I

Held by Heritage ETC, L.P.

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219	Â	Â X	Â	Â
Heritage ETC, L.P. 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (2)
Heritage ETC GP, L.L.C. 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (3)
U S PROPANE LP 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (4)
U S PROPANE LLC 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (5)
Energy Transfer Equity, L.P. 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (6)
LE GP LLC 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (7)
WARREN KELCY L 3738 OAK LAWN AVE DALLAS, TX 75219	Â	Â X	Â	See Remark (8)

Signatures

/s/ Willam 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.

01/23/2012

__Signature of Reporting Person

Date

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

01/23/2012

__Signature of Reporting Person

Date

/s/ Sonia Aube as Attorney-in-Fact for Kelcy L. Warren

01/23/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On January 12, 2012, Energy Transfer Partners, L.P. ("ETP") contributed its propane business, consisting of Heritage Operating, L.P. and Titan Energy Partners, L.P., to AmeriGas Partners, L.P. ("APU") in exchange for approximately \$1.46 billion of cash and

- (1) 29,567,362 APU common units. The APU common units, which are held directly by a subsidiary of ETP, are subject to certain restrictions and registration rights as set forth in the Unitholder Agreement between Heritage ETC, L.P. and APU dated January 12, 2012.

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Remarks:

(2)Â DirectÂ ownerÂ ofÂ theÂ APUÂ commonÂ units.Â Â ETPÂ ownsÂ aÂ 99.999%Â limitedÂ partnerÂ interestÂ inÂ H

(3)Â OwnsÂ aÂ 0.001%Â generalÂ partnerÂ interestÂ inÂ HeritageÂ ETC,Â L.P.

(4)Â OwnsÂ aÂ 1.5%Â generalÂ partnerÂ interestÂ inÂ ETP.

(5)Â OwnsÂ aÂ 0.01%Â generalÂ partnerÂ interestÂ inÂ EnergyÂ TransferÂ PartnersÂ GP,Â L.P.

(6)Â OwnsÂ aÂ 100%Â limitedÂ liabilityÂ companyÂ interestÂ inÂ EnergyÂ TransferÂ Partners,Â L.L.C.Â andÂ aÂ 99.99

(7)Â OwnsÂ aÂ 0.31%Â generalÂ partnerÂ interestÂ inÂ EnergyÂ TransferÂ Equity,Â L.P.

(8)Â OwnsÂ aÂ 81.2%Â membershipÂ interestÂ inÂ LEÂ GP,Â LLC.

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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