

Crestwood Equity Partners LP
Form 4
October 02, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAUTREAUX WILLIAM C

2. Issuer Name **and** Ticker or Trading
Symbol
Crestwood Equity Partners LP
[CEQP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2 BRUSH CREEK BLVD., SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, Liquids and Crude

(Street)
KANSAS CITY, MO 64112

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)	
			Code	V	Amount (1) (2)	(A) or (D)	Price	
Common Units	09/30/2015		A		439,736 (1) (2)	A	(3) 820,907	D
Common Units	09/30/2015		A		2,565,145 (2)	A	(3) 4,375,345	I
	09/30/2015		A			A	(3) 684,534	I

Trustee of
the William
C.
Gautreaux
Revocable
Trust under
Trust
Indenture

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Common Units				371,695 <u>(2)</u>					Co-trustee of the William C. Gautreaux 2005 Grantor Retained Annuity Trust
Common Units	09/30/2015		A	30,758 <u>(2)</u>	A	<u>(3)</u>	56,647	I	Co-trustee of the William C. Gautreaux 2007 Grantor Retained Annuity Trust II
Common Units	09/30/2015		A	10,177 <u>(2)</u>	A	<u>(3)</u>	18,744	I	Co-trustee of the William C. Gautreaux 2008 Grantor Retained Annuity Trust II

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)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAUTREAUX WILLIAM C 2 BRUSH CREEK BLVD., SUITE 200 KANSAS CITY, MO 64112			President, Liquids and Crude	

Signatures

/s/ Judy Riddle, attorney-in-fact for William C. Gautreaux	10/02/2015
<u> </u> 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) Includes restricted units acquired pursuant to the Merger Agreement.

On September 30, 2015, the unitholders of Crestwood Midstream Partners LP ("CMLP") approved the Agreement and Plan of Merger dated as of May 5, 2015 (the "Merger Agreement"), by and among Crestwood Equity Partners LP ("CEQP"), Crestwood Equity GP LLC,

- (2) CEQP St Sub LLC, MGP GP, LLC, Crestwood Midstream Holdings LP, Crestwood Midstream Partners LP, Crestwood Midstream GP LLC and Crestwood Gas Services GP, LLC. As a result of the merger, each common unit of CMLP issued and outstanding immediately prior to the effective time of the merger was converted into 2.75 common units of CEQP.
- (3) On the effective date of the merger, the closing sales price of CMLP common units on the NYSE was \$6.18 and the closing sales price of CEQP common units on the NYSE was \$2.28.

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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