#### AMERIGAS PARTNERS LP

Form 4

December 05, 2014

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington D.C. 20540
	Washington, D.C. 20549
Check this box	

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sheridan Jerry E			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1		AMERIGAS PARTNERS LP [APU] 3. Date of Earliest Transaction			(Chec	ck all applicable	e)	
460 NORTH GULPH ROAD			(Month/Da 12/03/20	•		Director _X_ Officer (give below)	e title 10% below) esident & CEO		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
Which of Physics   1, 1040 c			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by 0 Form filed by M	1 0		
KING OF F	PRUSSIA, PA 194	106				Person		1 - 6	
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or		

(City)	(State)	Table	e I - Non-Do	erivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y 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. Securit n(A) or Di (Instr. 3,	spose	d of (D)	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)
APU Common Units	12/03/2014		M	1,821	A	\$ 0	40,460	D	
APU Common Units	12/03/2014		F <u>(1)</u>	843	D	\$ 47.94	39,617	D	

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.

SEC 1474

(9-02)

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# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		vative Expiration Date ies (Month/Day/Year) ed ed of		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
Phantom Units	\$ 0	12/03/2014		M	1,821	(2)	12/03/2014	APU Common Units	1,821

De

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sheridan Jerry E 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

President & CEO

#### **Signatures**

/s/ Jessica A. Milner, Attorney-in-Fact for Jerry E. Sheridan

12/05/2014

\*\*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 units were withheld by the issuer to satisfy the officer's income tax liability associated with the vesting of an award made in 2012.
- (2) Each Phantom Unit represents the right of the reporting person to receive an APU Common Unit after two years, subject to continued employment.

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.

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