

INERGY L P  
Form 4  
November 09, 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 \*  
**OZENBERGER LAURA**

(Last) (First) (Middle)  
**TWO BRUSH CREEK BOULEVARD, 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)  
**11/05/2010**

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 - General Counsel**

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Units	11/05/2010		A		67,935	A	<u>(1)</u> <u>(5)</u>	72,535	D	
Common Units	11/05/2010		A		3,402	A	<u>(2)</u>	6,556	I	By Employee Unit Purchase Plan <u>(3)</u>

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**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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
Options	\$ 9.74	11/05/2010		A	87,780	06/20/2008	06/19/2015	Common Units	87,780

## Reporting Owners

Reporting Owner Name / Address	Relationships
OZENBERGER LAURA TWO BRUSH CREEK BOULEVARD, SUITE 200 KANSAS CITY, MO 64112	Director 10% Owner Officer SVP - General Counsel Other

## Signatures

/s/ Michael K. Post (attorney-in-fact) for Laura Ozenberger 11/09/2010

\_\_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).

- Acquired pursuant to the First Amended and Restated Agreement and Plan of Merger, dated as of September 3, 2010 (the "Merger Agreement"), by and among Inergy, L.P. ("Inergy"), Inergy GP, LLC, Inergy Holdings, L.P. ("Holdings"), Inergy Holdings GP, LLC, NRGP Limited Partner, LLC and NRGP MS, LLC. Acquired 67,935 common units representing limited partner interests in Inergy on
- (1) November 5, 2010 pursuant to the Merger Agreement in exchange for 88,228 Holdings common units. On the effective date of the merger, the closing sales price of Holdings common units on the NYSE was \$30.71, and the closing sales price of Inergy common units on the NYSE was \$39.95 per unit.
  - (2) Represents Inergy common units held in the Inergy Employee Unit Purchase Plan ("EUPP") acquired pursuant to the Merger Agreement in exchange for 4,419,1875 Holdings common units held in the Holdings Employee Unit Purchase Plan.
  - (3) Contributions to the EUPP are used to purchase Inergy common units at the end of each quarter.
  - (4) Acquired pursuant to the Merger Agreement in exchange for options to purchase 114,000 Holdings common units at \$7.50 per unit.
  - (5) Includes Inergy restricted units acquired pursuant to the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: INERGY L P - Form 4

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