

Crestwood Equity Partners LP
 Form 4
 July 29, 2014

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 *
 SHERMAN JOHN J

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)
 700 LOUISIANA STREET, SUITE 2060

3. Date of Earliest Transaction (Month/Day/Year)
 07/25/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units | | | | (A) or (D) | Price | | |
| Common Units | 07/25/2014 | | S | 24,000 (3) | \$ 15.2717 (4) (7) | D | As Trustee of the John J. Sherman Revocable Trust (1) |
| Common Units | 07/28/2014 | | S | 24,000 (3) | \$ 15.2469 (4) (5) | I | As Trustee of the John J. Sherman Revocable |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|-----------------------|------------|---|--|
| Common Units | 07/29/2014 | S | 24,000 (3) | D | \$ 15.115 (4) (6) | 18,131,270 | I | Trust ⁽¹⁾ As Trustee of the John J. Sherman Revocable Trust ⁽¹⁾ |
| Common Units | 07/25/2014 | S | 1,000 (3) | D | \$ 15.2717 (4) (7) | 580,997 | I | As Trustee of the John J. Sherman 2005 GRAT I ⁽²⁾ |
| Common Units | 07/28/2014 | S | 1,000 (3) | D | \$ 15.2469 (4) (5) | 579,997 | I | As Trustee of the John J. Sherman 2005 GRAT I ⁽²⁾ |
| Common Units | 07/29/2014 | S | 1,000 (3) | D | \$ 15.115 (4) (6) | 578,997 | I | As Trustee of the John J. Sherman 2005 GRAT I ⁽²⁾ |

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.

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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 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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERMAN JOHN J 700 LOUISIANA STREET SUITE 2060 HOUSTON, TX 77002 | X | | | |

Signatures

/s/ Judy R. Riddle (attorney-in-fact) for John J. Sherman

07/29/2014

__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) Mr. Sherman is the trustee of the John J. Sherman Revocable Trust. John Sherman is the sole beneficiary of this trust.
 - (2) Mr. Sherman is a trustee of the John J. Sherman 2005 Grantor Retained Annuity Trust I.
These units were sold pursuant to the 10b5-1 Sales Plan dated December 12, 2013 adopted by John J. Sherman, individually and as
 - (3) Trustee of the John J. Sherman Revocable Trust dated May 4, 1994 and John J. Sherman and Mary N. Sherman, individually and as Trustees of the John J. Sherman 2005 Grantor Retained Annuity Trust I dated March 31, 2005 and The Commerce Trust Company.
 - (4) Upon request, full information about the subject transaction will be provided to the SEC.
 - (5) The prices for this transaction range from \$15.20 to \$15.30
 - (6) The prices for this transaction range from \$15.00 to \$15.24
 - (7) The prices for this transaction range from \$15.21 to \$15.32

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.