AMERIGAS PROPANE INC

Form 4

January 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

2 Issuer Name and Tieler or Trading

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

PETROLANE INC			S. Relationship of Reporting Person(s) to Issuer RIGAS PARTNERS LP [APU]	Issuer			
(Last)	(First)	(Middle) 3. Dat	(Check all applicable)				
2525 NORTH 12TH STREET, SUITE 360			Day/Year) — Director Officer (give title below) — Director LX_10% Owner Other (specify below)				
	(Street)	4. If A	nendment, Date Original 6. Individual or Joint/Group Filing(Check				
` ,			onth/Day/Year) Applicable Line) Form filed by One Reporting Person	Applicable Line)			
READIN	G, PA 19612		_X_ Form filed by More than One Reporting Person				
(City)	(State)	(Zip) T	ble I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date,		Following or Indirect (Instr. 4)	1			
			(A) Reported (I) Transaction(s) (Instr. 4) Code V Amount (D) Price (Instr. 3 and 4)				
APU Common Units	01/12/2012		$J_{\underline{(1)}}$ 934,327 D $^{\$}$ 23,756,882 D $^{(2)}$				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PETROLANE INC 2525 NORTH 12TH STREET SUITE 360 READING, PA 19612		X					
AMERIGAS INC 2525 NORTH 12TH STREET SUITE 360 READING, PA 19612		X					
AMERIGAS PROPANE INC 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406		X					
UGI CORP /PA/ 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406		X					
Signatures							
Margaret M. Calabraca							

Margaret M. Calabrese, Secretary 01/17/2012

**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) After completion on January 12, 2012 of the previously announced contribution to AmeriGas Partners, L.P. pursuant to the Contribution and Redemption Agreement dated as of October 15, 2011, as amended, by and among AmeriGas Partners, L.P. (the "Partnership"), Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P., and Heritage ETC, L.P., Petrolane Incorporated, a wholly owned subsidiary of AmeriGas Propane, Inc., the general partner of the Partnership, made contributions (collectively, the "GP Contribution") to the Partnership and to the Partnership's subsidiary, AmeriGas Propane, L.P. (the "OLP") on behalf of AmeriGas Propane, Inc., as required by the Fourth Amended and Restated Agreement of Limited Partnership of the Partnership and the Second Amended and Restated

Reporting Owners 2

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Agreement of Limited Partnership of the OLP, respectively. The GP Contribution was in the form of Common Units of the Partnership held of record by Petrolane Incorporated.

This report is filed jointly by UGI Corporation, its wholly owned subsidiary, AmeriGas, Inc., its wholly owned subsidiary, AmeriGas (2) Propane, Inc., and its wholly owned subsidiary, Petrolane Incorporated. The reported securities are owned directly by Petrolane Incorporated.

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.