

GRADY R PAUL
Form 3
March 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GRADY R PAUL		(Month/Day/Year)	AMERIGAS PARTNERS LP [APU]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
460 NORTH GULPH ROAD			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			
KING OF PRUSSIA,Â PAÂ 19406			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Vice President and COO	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
APU Common Units	3,072	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Phantom Units	01/13/2013	01/13/2013 ⁽¹⁾	APU Common Units	2,800	\$ 0	D	Â
Phantom Units	01/13/2014	01/13/2014 ⁽²⁾	APU Common Units	11,200	\$ 0	D	Â
Performance Units	Â ⁽³⁾	12/31/2014	APU Common Units	4,500	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRADY R PAUL 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406	Â	Â	Â Vice President and COO	Â

Signatures

Jessica A. Milner, Attorney-In-Fact for R. Paul
Grady

03/05/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each Phantom Unit represents the right of the reporting person to receive an APU Common Unit after one year of employment. These units will also vest in the event that the Company terminates the recipient's employment without cause prior to the vesting date.
- (2) Each Phantom Unit represents the right of the reporting person to receive an APU Common Unit after two years of employment. These units will also vest in the event that the Company terminates the recipient's employment without cause prior to the vesting date.
- (3) Effective January 17, 2012, the reporting person was granted Performance Units. Each Performance Unit represents the right of the recipient to receive an APU Common Unit, if specified performance goals and other conditions are met.

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.