

INERGY L P
Form 4
June 20, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR ROBERT D

(Last) (First) (Middle)

TWO BRUSH CREEK
BLVD., 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)

06/18/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Units				(A) or (D)	23,626 ⁽¹⁾	D	

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

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SEC 1474
(9-02)

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 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 Underlying Sec (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Long Term Incentive Plan - Options	\$ 27.2	06/18/2013		D	20,000	05/31/2008 ⁽³⁾ 05/30/2015	Common Units
Long Term Incentive Plan - Options	\$ 17.32	06/18/2013		A	20,000	05/31/2008 ⁽³⁾ 05/30/2015	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TAYLOR ROBERT D TWO BRUSH CREEK BLVD. SUITE 200 KANSAS CITY, MO 64112	X

Signatures

/s/ Judy Riddle (attorney-in-fact for Robert D. Taylor) 06/20/2013

__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) Includes restricted units granted under the Inergy, L.P. Long Term Incentive Plan, as amended. The restricted units vest at the rate of 33.33% on each anniversary of the grant date.
- (2) Pursuant to the Contribution Agreement dated May 5, 2013 among Crestwood Gas Services Holdings LLC, Crestwood Holdings LLC, Inergy, L.P. ("NRGY") and Inergy GP, LLC, NRGY agreed to distribute 56,398,708 Inergy Midstream, L.P. ("NRGM") units to its unitholders. In order to prevent the dilution of value as result of this distribution, the Compensation Committee of the NRGY board of directors approved a reduction to the exercise price of outstanding unit options by the amount of the distribution ratio (0.432052) multiplied by the closing price of an NRGM unit on the distribution date (June 18, 2013). The reduction in exercise price is reflected on this Form 4 as cancellation of the old derivative security and a re-grant of the new derivative security at the new exercise price.
- (3) The option vests in three installments as follows: 25% of the option vests on May 31, 2008; 25% of the option vests on May 31, 2009; and the remaining 50% of the option vests on May 31, 2010.

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

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