AMERIGAS PARTNERS LP

Form 4

January 23, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

0.5

Estimated average

burden hours per response...

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Prigmore Kathy L.

5. Relationship of Reporting Person(s) to

Issuer

Symbol

AMERIGAS PARTNERS LP [APU]

2. Issuer Name and Ticker or Trading

(Check all applicable)

10% Owner

(Last)

(First)

3. Date of Earliest Transaction

Director

460 NORTH GULPH ROAD

(Middle)

(Zip)

(Month/Day/Year) 01/21/2015

X_ Officer (give title Other (specify

below) below) Vice President

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

KING OF PRUSSIA, PA 19406

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(T)

(Instr. 4)

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(9-02)

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported

Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Owned

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 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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

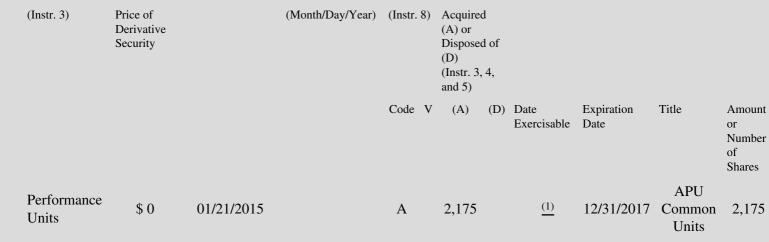
(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Prigmore Kathy L.

460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

Vice President

Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Kathy L.

Prigmore 01/23/2015

**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).

Effective January 21, 2015, the reporting person was granted performance units under the AmeriGas Propane, Inc. 2010 Long-Term

(1) Incentive Plan on Behalf of AmeriGas Partners, L.P. Each performance unit represents the right of the recipient to receive a 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.

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