Sheridan Jerry E Form 4 January 03, 2011

## 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 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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

01/01/2011

AMERIGAS PARTNERS LP [APU]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

Sheridan Jerry E

(First) (Middle) (Last)

460 NORTH GULPH ROAD

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

(Street)

1. Title of 2. Transaction Date 2A. Deemed

Security (Instr. 3)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code

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

Symbol

(Instr. 8)

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

4. Securities

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

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

Director

Applicable Line)

X\_ Officer (give title

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 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

4. 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)

1

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Chief Financial Officer

0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Units	\$ 0	01/01/2011		A		3,200		<u>(1)</u>	12/31/2013	APU Common Units	3,200

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sheridan Jerry E 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

Chief Financial Officer

## **Signatures**

Margaret M. Calabrese, Attorney-In-Fact for Jerry E. Sheridan

01/03/2011

\*\*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 1, 2011, 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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