

BISSELL EUGENE V N
Form 4
January 20, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BISSELL EUGENE V N

2. Issuer Name and Ticker or Trading Symbol
AMERIGAS PARTNERS LP [APU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
460 NORTH GULPH ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President & CEO of AmeriGas

KING OF PRUSSIA, PA 19406
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)	
			Code	V	Amount	(A) or (D)	Price	
APU Common Units	01/18/2011		M		12,000	A	\$ 0 74,300	D
APU Common Units	01/18/2011		A ⁽¹⁾		5,736	A	\$ 0 80,036	D
APU Common Units	01/18/2011		F ⁽²⁾		5,382	D	\$ 48.77 74,654	D

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

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.

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

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Units	\$ 0	01/18/2011		M	12,000	⁽³⁾ 12/31/2010	APU Common Units 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BISSELL EUGENE V N 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406			President & CEO of AmeriGas	

Signatures

Margaret M. Calabrese, Attorney-In-Fact for Eugene V.N. Bissell 01/20/2011

__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).
- (1) These units were awarded based on achievement of total unitholder return greater than that required for 100% payout of the restricted units issued January 1, 2008.
- (2) The units were withheld by the issuer to satisfy the officer's income tax liability associated with the vesting of an award made in 2008.
- (3) Effective January 1, 2008, the reporting person was granted performance-contingent restricted APU Common Units. Each Restricted 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.