

# AMERIGAS PARTNERS LP

Reported by  
**SHERIDAN JERRY E**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/13 for the Period Ending 12/03/12

Address	460 N GULPH RD BOX 965 VALLEY FORGE, PA 19406
Telephone	6103377000
CIK	0000932628
Symbol	APU
SIC Code	5990 - Retail Stores, Not Elsewhere Classified
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
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[ ] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Sheridan Jerry E <small>(Last) (First) (Middle)</small>		AMERIGAS PARTNERS LP [ APU ]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President &amp; CEO</b>	
460 NORTH GULPH ROAD <small>(Street)</small>		3. Date of Earliest Transaction (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
KING OF PRUSSIA, PA 19406 <small>(City) (State) (Zip)</small>		12/3/2012		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

### Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units	\$0	12/3/2012		A		1821		(1)	12/3/2014	APU Common Units	1821	\$0	1821	D	
Performance Units	\$0	1/1/2013		A		14250		(2)	12/31/2015	APU Common Units	14250	\$0	14250	D	

#### Explanation of Responses:

- (1) Each phantom unit represents the right of the reporting person to receive a common unit after two years, subject to continued employment. In the event of the reporting person's termination of employment for any reason, other than retirement, death, or disability, the unvested phantom units and dividend equivalents will be forfeited. In the event of the reporting person's retirement, death, or disability before December 3, 2013, one-half of the phantom units granted would immediately vest.
- (2) Effective January 1, 2013, the reporting person was granted performance units under the AmeriGas Propane, Inc. 2010 Long-Term 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheridan Jerry E 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406	X		President & CEO	

#### Signatures

/s/ Jessica A. Milner, Attorney-in-Fact for Jerry E. Sheridan                      1/3/2013  
\*\* Signature of Reporting Person                      Date

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

\* 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).

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

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.

POWER OF ATTORNEY

I, Jerry E. Sheridan, hereby authorize and designate:

- \* Monica M. Gaudiosi, Vice President and General Counsel, Secretary of UGI Corporation
- \* Steven A. Samuel, Vice President - Law, General Counsel of AmeriGas Propane, Inc.
- \* Matthew A. Woodward, Assistant Secretary of AmeriGas Propane, Inc.
- \* Jessica A. Milner, Assistant Secretary of UGI Corporation
- \* Pamela A. Meredith, Associate Counsel of UGI Corporation
- \* Courtney L. Sia, Manager, Human Resources and Executive Compensation
- \* Lesley H. Aronson, Paralegal of UGI Corporation

each of whom may act individually to execute, acknowledge and file in my name and as my attorney-in-fact a Form 3 Initial Statement of Beneficial Ownership of S

9/10/2012

/s/ Jerry E. Sheridan

Date

Signed