

Crestwood Equity Partners LP
 Form 4
 October 08, 2013

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, 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 *
 Inergy GP, LLC

2. Issuer Name and Ticker or Trading Symbol
 Crestwood Equity Partners LP
 [CMLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 700 LOUISIANA STREET, SUITE 2060

3. Date of Earliest Transaction (Month/Day/Year)
 10/04/2013

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 Other (specify below)
 See Remarks

(Street)
 HOUSTON, TX 77002

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount | (A) or (D) Price | | |
| Common Units | 10/04/2013 | | A ⁽¹⁾⁽²⁾ | 21,597 | A ⁽¹⁾ / ₍₂₎ 21,597 | I | See Footnotes (3) (6) |
| Common Units | 10/04/2013 | | X ⁽⁴⁾ | 7,137,841 | A ⁽⁴⁾ 7,137,841 | I | See Footnotes (5) (6) |

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

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number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Inergy GP, LLC 700 LOUISIANA STREET SUITE 2060 HOUSTON, TX 77002 | | | | See Remarks |
| INERGY L P 700 LOUISIANA STREET SUITE 2060 HOUSTON, TX 77002 | X | | | |
| INERGY HOLDINGS, L.P. 700 LOUISIANA STREET SUITE 2060 HOUSTON, TX 77002 | | | | Parent |

Signatures

| | |
|---|------------|
| /s/ Michael K. Post, Vice President for Crestwood Equity GP LLC (f/k/a Inergy GP, LLC), the general partner of Crestwood Equity Partners LP (f/k/a Inergy, L.P.) | 10/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Michael K. Post, Vice President for Crestwood Equity GP LLC (f/k/a Inergy GP, LLC) | 10/07/2013 |
| __Signature of Reporting Person | Date |
| /s/ Joel C. Lambert, Vice President for Crestwood Holdings LLC, the general partner of Inergy Holdings, L.P. | 10/07/2013 |
| __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) On October 4, 2013, the unitholders of Crestwood Midstream Partners LP ("CMLP") approved the Agreement and Plan of Merger (the "Merger Agreement") entered into on May 5, 2013 among CMLP, Crestwood Gas Services GP, LLC ("CMLP GP"), Inergy, L.P. ("NRGY"), Inergy Midstream, L.P. (the "Issuer"), NRGM GP, LLC and Intrepid Merger Sub, LLC ("Merger Sub"), pursuant to which Merger Sub merged with and into CMLP (the "Merger"). (Continued in footnote 2)
- (2) Pursuant to the terms and conditions of the Merger Agreement, on October 7, 2013, at the effective time of the Merger, each common unit and Class D unit of CMLP that was held by Crestwood Holdings LLC ("Crestwood Holdings"), Crestwood Gas Services Holdings LLC ("Gas Services Holdings") and CMLP GP, was converted into the right to receive 1.07 new common units representing limited partner interests (the "Common Units") of the Issuer (the "Unit Consideration") and holders of Common Units of CMLP, other than Crestwood Holdings, Gas Services Holdings and CMLP GP, received, in addition to the Unit Consideration, the right to receive \$1.03 in cash per Common Unit of CMLP.
- (3) These securities are held by CMLP GP, which is owned by NRGY. Inergy Holding, L.P. is the sole member of Inergy GP, LLC ("NRGY GP"), which is the general partner of NRGY.
- (4) On October 7, 2013, immediately following the consummation of the Merger, Gas Services Holdings contributed to NRGY 7,137,841 Common Units that Gas Services Holdings received in the Merger in exchange for 14,318,396 common units of NRGY (the "Follow-On Contribution") pursuant to its previous election under the Follow-On Contribution Agreement, dated as of May 5, 2013, between Crestwood Holdings, Gas Services Holdings, NRGY and NRGY GP.
- (5) These securities are held by NRGY.
- (6) These securities may also be deemed to be beneficially owned by Crestwood Holdings and certain of its affiliates, which have filed a separate Form 4 reporting securities of the Issuer that they may be deemed to beneficially own.

Remarks:

GP of Crestwood Equity Partners LP (f/k/a Inergy, L.P.)

The Reporting Persons disclaim beneficial ownership of the securities reported on this Form 4 except to the extent of their pec

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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