

LE GP LLC
Form 3
January 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Energy Transfer Partners, L.P. | | (Month/Day/Year) | AMERIGAS PARTNERS LP [APU] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/12/2012 | | |
| 3738 OAK LAWN AVE. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| DALLAS,Â TXÂ 75219 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Units | 29,567,362 ⁽¹⁾ | I | Held by Heritage ETC, L.P. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares

(I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | Â | Â X | Â | Â |
| Heritage ETC, L.P. 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (2) |
| Heritage ETC GP, L.L.C. 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (3) |
| U S PROPANE LP 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (4) |
| U S PROPANE LLC 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (5) |
| Energy Transfer Equity, L.P. 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (6) |
| LE GP LLC 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (7) |
| WARREN KELCY L 3738 OAK LAWN AVE DALLAS, TX 75219 | Â | Â X | Â | See Remark (8) |

Signatures

/s/ Willam J. Healy as Attorney-in-Fact for Martin Salinas, Jr. on behalf of Heritage ETC, L.P., Heritage ETC GP, L.L.C., Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P. and Energy Transfer Partners, L.L.C.

01/23/2012

**Signature of Reporting Person

Date

/s/ Sonia Aube as Attorney-in-Fact on behalf of LE GP, LLC and Energy Transfer Equity, L.P.

01/23/2012

**Signature of Reporting Person

Date

/s/ Sonia Aube as Attorney-in-Fact for Kelcy L. Warren

01/23/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On January 12, 2012, Energy Transfer Partners, L.P. ("ETP") contributed its propane business, consisting of Heritage Operating, L.P. and Titan Energy Partners, L.P., to AmeriGas Partners, L.P. ("APU") in exchange for approximately \$1.46 billion of cash and

- (1) 29,567,362 APU common units. The APU common units, which are held directly by a subsidiary of ETP, are subject to certain restrictions and registration rights as set forth in the Unitholder Agreement between Heritage ETC, L.P. and APU dated January 12, 2012.

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Remarks:

(2) Direct owner of the APU common units. ETP owns a 99.999% limited partner interest in H

(3) Owns a 0.001% general partner interest in Heritage ETC, L.P.

(4) Owns a 1.5% general partner interest in ETP.

(5) Owns a 0.01% general partner interest in Energy Transfer Partners GP, L.P.

(6) Owns a 100% limited liability company interest in Energy Transfer Partners, L.L.C. and a 99.99

(7) Owns a 0.31% general partner interest in Energy Transfer Equity, L.P.

(8) Owns a 81.2% membership interest in LE GP, LLC.

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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