

SHERMAN JOHN J
Form 4/A
December 02, 2010

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 *
SHERMAN JOHN J

2. Issuer Name and Ticker or Trading Symbol
INERGY L P [NRGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO BRUSH CREEK
BLVD., SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President/CEO/DIRECTOR

KANSAS CITY, MO 64112

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
11/09/2010

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)
Common Units	11/05/2010		A	345,661	A <u>(1)</u> 345,661	I	As Trustee of the John J. Sherman 2005 GRAT I <u>(2)</u>
Common Units	11/05/2010		A	10,666,329	A <u>(1)</u> 10,805,199	I	As Trustee of the John J. Sherman Revocable Trust <u>(3)</u>
Common Units	11/05/2010		A	5,447	A <u>(4)</u> 10,840	I	By Employee

								Unit Purchase Plan <u>(5)</u>	
Common Units	11/05/2010		D	789,202	D	<u>(6)</u>	0	I	See Footnote <u>(6)</u>
Common Units	11/05/2010		D	2,837,034	D	<u>(7)</u>	0	I	See Footnote <u>(7)</u>
Common Units	11/05/2010		D	1,080,453	D	<u>(8)</u>	0	I	See Footnote <u>(8)</u>
Common Units							14,998	D	

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

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(9-02)

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
Class B Units	<u>(9)</u>	11/05/2010		A			7,091,636		<u>(9)</u>	<u>(9)</u>	Common Units	7,091,636
Class B Units	<u>(9)</u>	11/05/2010		A			230,441		<u>(9)</u>	<u>(9)</u>	Common Units	230,441

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN JOHN J			President/CEO/DIRECTOR	

TWO BRUSH CREEK BLVD.
SUITE 200
KANSAS CITY, MO 64112

Signatures

/s/ Michael K. Post (attorney-in-fact) for John J.
Sherman

12/02/2010

**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).

- Acquired pursuant to the First Amended and Restated Agreement and Plan of Merger, dated as of September 3, 2010 (the "Merger Agreement"), by and among Inergy, L.P. ("Inergy"), Inergy GP, LLC, Inergy Holdings, L.P. ("Holdings"), Inergy Holdings GP, LLC, NRGP Limited Partner, LLC and NRGP MS, LLC. Acquired 7,322,077 Class B units in Inergy and 11,150,860 common units representing limited partner interests in Inergy on November 5, 2010 pursuant to the Merger Agreement in exchange for 23,810,478 Holdings common units. On the effective date of the merger, the closing sales price of Holdings common units on the NYSE was \$30.71, and the closing sales price of Inergy common units on the NYSE was \$39.95 per unit.
- (1) Represents limited partner interests in Inergy on November 5, 2010 pursuant to the Merger Agreement in exchange for 23,810,478 Holdings common units. On the effective date of the merger, the closing sales price of Holdings common units on the NYSE was \$30.71, and the closing sales price of Inergy common units on the NYSE was \$39.95 per unit.
 - (2) Mr. Sherman is a trustee of the John J. Sherman 2005 Grantor Retained Annuity Trust I.
 - (3) Mr. Sherman is the trustee of the John J. Sherman Revocable Trust. John Sherman is the sole beneficiary of this trust.
 - (4) Represents Inergy common units held in the Inergy Employee Unit Purchase Plan ("EUPP") acquired pursuant to the Merger Agreement in exchange for 7,074 Holdings common units held in the Holdings Employee Unit Purchase Plan.
 - (5) Represents common units held in the EUPP. Contributions to the EUPP are used to purchase Inergy common units at the end of each quarter.

These Inergy common units were held by IPCH Acquisition Corp. ("IPCH"), which was a wholly owned subsidiary of Holdings. On November 5, 2010, pursuant to the Merger Agreement, these common units were converted into 847,415 Class A units in Inergy, and IPCH became a wholly owned subsidiary of Inergy.
 - (6) November 5, 2010, pursuant to the Merger Agreement, these common units were converted into 847,415 Class A units in Inergy, and IPCH became a wholly owned subsidiary of Inergy.

These Inergy common units were held by Inergy Partners, LLC ("Inergy Partners"), which was controlled by Holdings. On November 5, 2010, pursuant to the Merger Agreement, these common units and the general partner interest in Inergy held by Inergy Partners were converted into 4,019,837 Class A units in Inergy, and Inergy Partners became a wholly owned subsidiary of Inergy.
 - (7) 2010, pursuant to the Merger Agreement, these common units and the general partner interest in Inergy held by Inergy Partners were converted into 4,019,837 Class A units in Inergy, and Inergy Partners became a wholly owned subsidiary of Inergy.
 - (8) These Inergy common units were held by Holdings. On November 5, 2010, pursuant to the Merger Agreement, these common units were distributed to former Holdings unitholders as part of the merger consideration.

The Class B units will convert automatically into common units on a one-for-one basis, with 50% of the outstanding Class B units converting into common units following the payment date of the fourth quarterly distribution following the closing of the merger and the remaining outstanding Class B units converting into common units following the payment date of the eighth quarterly distribution following the closing of the merger.
 - (9) The Class B units will convert automatically into common units on a one-for-one basis, with 50% of the outstanding Class B units converting into common units following the payment date of the fourth quarterly distribution following the closing of the merger and the remaining outstanding Class B units converting into common units following the payment date of the eighth quarterly distribution following the closing of the merger.

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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