

INERGY L P
Form 4
June 20, 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 *
Lenox Michael D

(Last) (First) (Middle)
TWO BRUSH CREEK
BOULEVARD, SUITE 200
(Street)

KANSAS CITY, MO 64112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Units | | | | (A) or (D) Price | 39,228 ⁽²⁾ | D | |

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

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

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| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Long Term Incentive Plan | \$ 13.27 | 06/18/2013 | | D | 11,550 | 04/02/2011 ⁽¹⁾ 04/01/2018 | Common Units |
| Long Term Incentive Plan | \$ 3.39 | 06/18/2013 | | A | 11,550 | 04/02/2011 ⁽¹⁾ 04/01/2018 | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lenox Michael D TWO BRUSH CREEK BOULEVARD SUITE 200 KANSAS CITY, MO 64112 | | | VP - Chief Accounting Officer | |

Signatures

/s/ Judy Riddle (attorney-in-fact) for Michael D. Lenox
Date: 06/20/2013

__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) The option vests in three installments as follows: 25% of the option vests on the 3rd anniversary of the grant date; 25% of the option vests on the 4th anniversary of the grant date; and the remaining 50% of the option vests on the 5th anniversary of the grant date.
- (2) Includes restricted units granted under the Inergy, L.P. Long Term Incentive Plan, as amended.
- (3) Pursuant to the Contribution Agreement dated May 5, 2013 among Crestwood Gas Services Holdings LLC, Crestwood Holdings LLC, Inergy, L.P. ("NRGY") and Inergy GP, LLC, NRGY agreed to distribute 56,398,708 Inergy Midstream, L.P. ("NRGM") units to its unitholders. In order to prevent the dilution of value as result of this distribution, the Compensation Committee of the NRGY board of directors approved a reduction to the exercise price of outstanding unit options by the amount of the distribution ratio (0.432052) multiplied by the closing price of an NRGY unit on the distribution date (June 18, 2013). The reduction in exercise price is reflected on this Form 4 as cancellation of the old derivative security and a re-grant of the new derivative security at the new exercise price.

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.