AMERIGAS PARTNERS LP

Form 4

January 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * MONAGHAN CAREY M

(First)

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

AMERIGAS PARTNERS LP [APU]

5. Relationship of Reporting Person(s) to

Issuer

460 NORTH GULPH ROAD

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year) 01/01/2007

X_ Officer (give title Other (specify below) VP - Bus. Transfr. & Marketing

(Check all applicable)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

KING OF PRUSSIA, PA 19406

1. Title of 2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | () [] [] | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---------------------|------------------------------------|------------|------------------|-----------|----------------|--|-----|---------------------|--------------------|-----------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Units | \$ 0 | 01/01/2007 | | A | 2 | 2,500 | | <u>(1)</u> | 12/31/2009 | APU Common Unit | 2,500 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MONAGHAN CAREY M 460 NORTH GULPH ROAD KING OF PRUSSIA, PA 19406

VP - Bus. Transfr. & Marketing

Signatures

Linda G. Brennan for Carey M. Monaghan

01/04/2007

**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) Effective January 1, 2007, the reporting person was granted Restricted Units. Each Restricted Unit represents the right of the recipient to receive a Common Unit, if specified performance goals and other conditions are met.

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.

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