

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Energy Transfer Partners, L.P.</u>  (Last) (First) (Middle) 3738 OAK LAWN AVE.  (Street) DALLAS TX 75219  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERIGAS PARTNERS LP [ APU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	01/23/2014		S		1,200,000	D	\$44.01	20,367,362	I	Held by Heritage ETC, L.P.

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Energy Transfer Partners, L.P.  
 (Last) (First) (Middle)  
 3738 OAK LAWN AVE.  
 (Street)  
 DALLAS TX 75219  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Heritage ETC, L.P.  
 (Last) (First) (Middle)  
 3738 OAK LAWN AVE.  
 (Street)  
 DALLAS TX 75219  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Heritage ETC GP, L.L.C.  
 (Last) (First) (Middle)  
 3738 OAK LAWN AVE.

(Street)  
DALLAS TX 75219

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Energy Transfer Partners GP, L.P.](#)

(Last) (First) (Middle)  
3738 OAK LAWN AVE.

(Street)  
DALLAS TX 75219

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Energy Transfer Partners, L.L.C.](#)

(Last) (First) (Middle)  
3738 OAK LAWN AVE.

(Street)  
DALLAS TX 75219

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Energy Transfer Equity, L.P.](#)

(Last) (First) (Middle)  
3738 OAK LAWN AVE.

(Street)  
DALLAS TX 75219

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LE GP LLC](#)

(Last) (First) (Middle)  
3738 OAK LAWN AVE.

(Street)  
DALLAS TX 75219

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WARREN KELCY L](#)

(Last) (First) (Middle)  
3738 OAK LAWN AVENUE

(Street)  
DALLAS TX 75219

---

(City) (State) (Zip)

**Explanation of Responses:**

**Remarks:**

This is to report an additional 1,200,000 units sold as a result of the full exercise by the underwriters of an option to purchase associated with the previously reported underwritten public offering by Heritage ETC, L.P., a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP") of 8,000,000 common units representing limited partner interests (the "AmeriGas Units") in AmeriGas Partners, L.P. ("AmeriGas") at a price to the public of \$42.73 (net of underwriting discounts and commissions in the amount of \$1.28 per unit). The AmeriGas Units have been registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (File No. 333-186316) of AmeriGas, as supplemented by the Prospectus Supplement dated January 14, 2014 filed by AmeriGas with the Securities and Exchange Commission on January 14, 2014. Heritage ETC, L.P. is the direct owner of the APU common units. ETP owns a 99.999% limited partner interest in Heritage ETC, L.P.; Heritage ETC GP, L.L.C. owns a 0.001% general partner interest in Heritage ETC, L.P.; Energy Transfer Partners, L.L.C. owns a 0.8% general partner interest in ETP; Energy Transfer Partners GP, L.P. owns a 0.01% general partner interest in Energy Transfer Partners GP, L.P.; Energy Transfer Equity, L.P. owns a 100% limited liability company interest in Energy Transfer Partners, L.L.C. and a 99.99% limited partner interest in Energy Transfer Partners GP, L.P. LE GP, LLC owns a 0.31% general partner interest in Energy Transfer Equity, L.P.; Kelcy L. Warren owns a 81.2% membership interest in LE GP, LLC.

[William J. Healy as Attorney-](#) [01/27/2014](#)  
[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.](#)

[Sonia Aube as Attorney-in-fact  
on behalf of LE GP, LLC and  
Energy Transfer Equity, L.P.](#) [01/27/2014](#)

[Sonia Aube as Attorney-in-fact  
for Kelcy L. Warren](#) [01/27/2014](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**