

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Energy Transfer Partners, L.P.</u>			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)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2014</u>			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			
<u>3738 OAK LAWN AVE.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>DALLAS</u>	<u>TX</u>	<u>75219</u>						
(City)	(State)	(Zip)							

**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	06/17/2014		S <sup>(1)</sup>		8,500,000	D	\$44.4	1,242,362	I	Held by Heritage ETC, L.P. <sup>(2)</sup>
Common Units								3,125,000	I	Held by Evergreen Assurance, LLC <sup>(3)</sup>

**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 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)	Date Exercisable	Expiration Date					

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:**

1. This is to report an underwritten public offering by Heritage ETC, L.P., a wholly owned subsidiary of ETP of 8,500,000 Amerigas Units at a price to the public of \$44.40 (which is net of underwriting discounts and commissions). The 8,500,000 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 June 12, 2014 filed by Amerigas with the Securities Exchange Commission on June 12, 2014.

2. Heritage ETC, L.P. is the direct owner of 1,242,362 Amerigas 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 GP, L.P. owns a 0.8% general partner interest in ETP; Energy Transfer Partners, L.L.C. 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.

3. Evergreen Assurance, LLC ("Evergreen") owns 3,125,000 Amerigas Units. Evergreen is an indirect wholly-owned subsidiary of ETP. On June 10, 2014, Heritage ETC, L.P. transferred 3,125,000 Amerigas Units to Evergreen.

William 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. 06/18/2014

Sonia Aube as Attorney-in-Fact on behalf of LE GP, LLC, the general partner of Energy Transfer Equity, L.P. 06/18/2014

Sonia Aube as Attorney-in-Fact for Kelcy L Warren 06/18/2014

\*\* 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.**