

INERGY L P
Form 4
June 05, 2007

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 *
Atterbury Andrew L

(Last) (First) (Middle)

TWO BRUSH CREEK
BLVD., 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)
06/01/2007

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 - Corporate Strategy

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Units | 06/01/2007 | | S | D | \$ 36.33 | 7,965 | D |
| Common Units | 06/01/2007 | | S | D | \$ 36.34 | 7,765 | D |
| Common Units | 06/01/2007 | | S | D | \$ 36.36 | 7,065 | D |
| Common Units | 06/01/2007 | | S | D | \$ 36.4 | 5,400 | D |
| Common Units | 06/01/2007 | | S | D | \$ 36.41 | 4,623 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Units | 06/01/2007 | S | 773 | D | \$ 36.42 | 3,850 | D |
| Common Units | 06/01/2007 | S | 100 | D | \$ 36.43 | 3,750 | D |
| Common Units | 06/01/2007 | S | 1,950 | D | \$ 36.44 | 1,800 | D |
| Common Units | 06/01/2007 | S | 1,100 | D | \$ 36.45 | 700 | D |
| Common Units | 06/01/2007 | S | 500 | D | \$ 36.5 | 200 | D |
| Common Units | 06/01/2007 | S | 200 | D | \$ 36.51 | 0 | D |

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

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 control number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Long Term Incentive Plan | \$ 14.95 | | | Code V | (A) (D) | Date Exercisable: 08/01/2007 ⁽¹⁾ Expiration Date: 08/01/2012 | Common Units | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Atterbury Andrew L | | | VP - Corporate Strategy | |

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

Signatures

/s/ Judy Riddle (attorney-in-fact) for Andrew L.
Atterbury

06/05/2007

__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) The options under the Long Term Incentive Plan will not vest before the conversion of any Senior Subordinated Units of the issuer and will vest no sooner than, and in the same proportion as, the conversion of Senior Subordinated Units.

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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