Crestwood Equity Partners LP Form 4 October 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Dougherty Steven Michael

Symbol

Crestwood Equity Partners LP

[CEQP]

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 09/30/2015

700 LOUISIANA STREET, SUITE

HOUSTON, TX 77002

2550

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

SVP - Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s)

or (Instr. 3 and 4) Price Amount (D)

Code V

Common 127,205 09/30/2015 Α (3) 187,117 D (1)(2)Units

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)

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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. Transacti Code (Instr. 8)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Units	<u>(4)</u>	09/30/2015		A	61,873.0272 (2)	(2)	(5)	(5)	Common Units	61,873

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Dougherty Steven Michael 700 LOUISIANA STREET **SUITE 2550** HOUSTON, TX 77002

SVP - Chief Accounting Officer

Signatures

/s/ Judy Riddle, attorney-in-fact for Steven M. Dougherty

10/02/2015

**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) Includes restricted units acquired pursuant to the Merger Agreement.
 - On September 30, 2015, the unitholders of Crestwood Midstream Partners LP ("CMLP") approved the Agreement and Plan of Merger dated as of May 5, 2015 (the "Merger Agreement"), by and among Crestwood Equity Partners LP ("CEQP"), Crestwood Equity GP LLC,
- (2) CEQP St Sub LLC, MGP GP, LLC, Crestwood Midstream Holdings LP, Crestwood Midstream Partners LP, Crestwood Midstream GP LLC and Crestwood Gas Services GP, LLC. As a result of the merger, each common unit of CMLP issued and outstanding immediately prior to the effective time of the merger was converted into 2.75 common units of CEQP.
- On the effective date of the merger, the closing sales price of CMLP common units on the NYSE was \$6.18 and the closing sales price of CEQP common units on the NYSE was \$2.28.
- (4) Each phantom unit is the economic equivalent of one common unit representing a limited partnership interest in CEQP.
- The forfeiture restrictions on the phantom units shall lapse, and the phantom units shall vest and convert to an equal number of common units on the third (3rd) anniversary of the grant date.

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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