

FERRELLGAS PARTNERS L P
Form 4
May 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PRIM BILLY D

2. Issuer Name and Ticker or Trading Symbol
FERRELLGAS PARTNERS L P [FGP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
7500 COLLEGE BLVD., SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Special Advisor to the CEO

OVERLAND PARK, KS 66210

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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 or Price		
Common Unit	05/03/2006		S ⁽¹⁾		700	D	\$ 21.4
Common Unit	05/04/2006		S ⁽¹⁾		1,900	D	\$ 21.5
Common Unit	05/04/2006		S ⁽¹⁾		6,700	D	\$ 21.49
Common Unit	05/04/2006		S ⁽¹⁾		6,000	D	\$ 21.48
Common Unit	05/04/2006		S ⁽¹⁾		3,500	D	\$ 21.47

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Common Unit	05/04/2006	S ⁽¹⁾	100	D	\$ 21.46	493,755	D
Common Unit	05/04/2006	S ⁽¹⁾	23,100	D	\$ 21.45	470,655	D
Common Unit	05/04/2006	S ⁽¹⁾	7,300	D	\$ 21.44	463,355	D
Common Unit	05/04/2006	S ⁽¹⁾	11,900	D	\$ 21.43	451,455	D
Common Unit	05/04/2006	S ⁽¹⁾	11,100	D	\$ 21.42	440,355	D
Common Unit	05/04/2006	S ⁽¹⁾	8,300	D	\$ 21.4	432,055	D

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRIM BILLY D 7500 COLLEGE BLVD. SUITE 1000 OVERLAND PARK, KS 66210	X		Special Advisor to the CEO	

Signatures

Billy D. Prim

05/05/2006

**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 sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2006.

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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