

ELBERT PHILLIP
Form 4
August 29, 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 *
ELBERT PHILLIP

(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)
08/25/2006

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)
Executive VP/Director

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units | 08/25/2006 | | M | | 1,000 | A | \$ 11 |
| Common Units | 08/25/2006 | | S | | 1,000 | D | \$ 26.96 |
| Common Units | 08/28/2006 | | M | | 28,500 | A | \$ 11 |
| Common Units | 08/28/2006 | | S | | 11,000 | D | \$ 26.96 |
| Common Units | 08/28/2006 | | S | | 2,000 | D | \$ 26.97 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Units | 08/28/2006 | S | 2,000 | D | \$ 26.98 | 13,500 | D |
| Common Units | 08/28/2006 | S | 11,000 | D | \$ 26.99 | 2,500 | D |
| Common Units | 08/28/2006 | S | 2,500 | D | \$ 27 | 0 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Long Term Incentive Plan | \$ 11 | 08/25/2006 | | M | 1,000 | 08/14/2006 07/30/2011 | Common Units 1,000 |
| Long Term Incentive Plan | \$ 11 | 08/28/2006 | | M | 28,500 | 08/14/2006 07/30/2011 | Common Units 28,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ELBERT PHILLIP TWO BRUSH CREEK BLVD., SUITE 200 KANSAS CITY, MO 64112 | X | | Executive VP/Director | |

Signatures

/s/ Judy Riddle (attorney-in-fact) for Phillip
Elbert

08/29/2006

__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).

Remarks:

On January 12, 2004, the Common, Senior Subordinated and Junior Subordinated Units of Inergy, L.P. underwent a two-for-one recapitalization. The units were converted into common units of Inergy, L.P. at a ratio of one common unit for every two units of the Common, Senior Subordinated and Junior Subordinated Units of Inergy, L.P. that were outstanding immediately prior to the conversion. The conversion was completed on January 12, 2004. The units were converted into common units of Inergy, L.P. at a ratio of one common unit for every two units of the Common, Senior Subordinated and Junior Subordinated Units of Inergy, L.P. that were outstanding immediately prior to the conversion. The conversion was completed on January 12, 2004.

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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