

INERGY L P

Form 4

December 07, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PASCAL ROBERT

(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)
12/05/2006

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)

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						939 <u>(1)</u>	D		
Common Units	12/05/2006		S		2,528	D \$ 29.71	2,285,802	I	See referenced footnote. <u>(2)</u>
Common Units	12/05/2006		S		3,160	D \$ 29.718	2,282,642	I	See referenced footnote. <u>(2)</u>
Common Units	12/05/2006		S		2,500	D \$ 29.721	2,280,142	I	See referenced footnote. <u>(2)</u>

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Common Units	12/05/2006	S	2,500	D	\$ 29.727	2,277,642	I	See referenced footnote. ⁽²⁾
Common Units	12/05/2006	S	6,096	D	\$ 29.728	2,271,546	I	See referenced footnote. ⁽²⁾
Common Units	12/05/2006	S	3,040	D	\$ 29.753	2,268,506	I	See referenced footnote. ⁽²⁾
Common Units	12/05/2006	S	2,600	D	\$ 29.758	2,265,906	I	See referenced footnote. ⁽²⁾
Common Units	12/05/2006	S	2,576	D	\$ 29.76	2,263,330	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	22,454	D	\$ 29.85	2,240,876	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	2,546	D	\$ 29.854	2,238,330	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	9,312	D	\$ 29.9	2,229,018	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	2,600	D	\$ 29.905	2,226,418	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	2,500	D	\$ 29.906	2,223,918	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	2,551	D	\$ 29.908	2,221,367	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	2,600	D	\$ 29.915	2,218,767	I	See referenced footnote. ⁽²⁾
Common Units	12/06/2006	S	2,543	D	\$ 29.942	2,216,224	I	See referenced footnote. ⁽²⁾

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

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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 Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PASCAL ROBERT TWO BRUSH CREEK BLVD. SUITE 200 KANSAS CITY, MO 64112	X

Signatures

Judy R. Riddle (attorney-in-fact) for Robert A. Pascal 12/07/2006

__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) Restricted units granted under the Inergy, L.P. Long Term Incentive Plan, as amended. The restricted units vest at the rate of 33.33% on each anniversary of the grant date.
- (2) These units are held by Bonavita, Inc. formerly known as United Propane, Inc. of which Mr. Pascal has sole ownership and voting control.

Remarks:

On January 12, 2004, Inergy LP's Common Units, Senior Subordinated Units and Junior Subordinated Units underwent a two-

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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