

INERGY L P
Form 4
December 11, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
12/07/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units | | | | | 939 ⁽¹⁾ | D | |
| Common Units | 12/07/2006 | | S | 8,121 D | \$ 29.8 2,208,103 | I | See referenced footnote. ⁽²⁾ |
| Common Units | 12/07/2006 | | S | 1,093 D | \$ 29.81 2,207,010 | I | See referenced footnote. ⁽²⁾ |
| Common Units | 12/07/2006 | | S | 700 D | \$ 29.83 2,206,310 | I | See referenced footnote. ⁽²⁾ |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|-------------------------------------|
| Common Units | 12/07/2006 | S | 100 | D | \$ 29.84 | 2,206,210 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/07/2006 | S | 526 | D | \$ 29.85 | 2,205,684 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/07/2006 | S | 200 | D | \$ 29.86 | 2,205,484 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/07/2006 | S | 460 | D | \$ 29.87 | 2,205,024 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 8,550 | D | \$ 29.8 | 2,196,474 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 600 | D | \$ 29.81 | 2,195,874 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 100 | D | \$ 29.82 | 2,195,774 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 1,100 | D | \$ 29.83 | 2,194,674 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 1,000 | D | \$ 29.84 | 2,193,674 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 250 | D | \$ 29.85 | 2,193,424 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 100 | D | \$ 29.86 | 2,193,324 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 1,500 | D | \$ 29.87 | 2,191,824 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 500 | D | \$ 29.88 | 2,191,324 | I | See referenced footnote. <u>(2)</u> |
| Common Units | 12/08/2006 | S | 100 | D | \$ 29.89 | 2,191,224 | I | See referenced footnote. <u>(2)</u> |

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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 12/11/2006

__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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