

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>KATZ WILLIAM D</u> (Last) (First) (Middle) <u>460 NORTH GULPH ROAD</u> (Street) <u>KING OF PRUSSIA</u> <u>PA</u> <u>19406</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERIGAS PARTNERS LP</u> [<u>APU</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2007</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President - AmeriGas</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
<u>APU Common Units</u>	<u>01/29/2007</u>		<u>M</u>		<u>1,999</u>	<u>A</u>	<u>\$0</u>	<u>13,352</u>	<u>D</u>	
<u>APU Common Units</u>	<u>01/29/2007</u>		<u>F⁽¹⁾</u>		<u>700</u>	<u>D</u>	<u>\$32.68</u>	<u>12,652</u>	<u>D</u>	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Performance-contingent restricted Units</u>	<u>\$0</u>	<u>01/29/2007</u>		<u>M</u>			<u>1,999</u>	<u>(2)</u>	<u>12/31/2006</u>	<u>APU Common Units</u>	<u>1,999</u>	<u>\$32.68</u>	<u>301</u>	<u>D</u>	
<u>Performance-contingent restricted Units</u>	<u>\$0</u>	<u>01/29/2007</u>		<u>D</u>			<u>301</u>	<u>(3)</u>	<u>12/31/2006</u>	<u>APU Common Units</u>	<u>301</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. The units were withheld by the issuer to satisfy the officer's income tax liability associated with the vesting of an award made in 2004.
2. Effective January 1, 2004, the reporting person was granted performance-contingent restricted APU Common Units. The performance period will end on December 31, 2006.
3. Effective January 1, 2004, the reporting person was granted performance-contingent restricted APU Common Units that were previously reported. Because the performance criteria were not satisfied, this portion of the restricted Units is forfeited.

By: Linda G. Brennan For:
William D. Katz
** Signature of Reporting Person

01/29/2007
Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.