

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).

OMB APPROVAL

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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol              | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)              |
| <u>Sheridan Jerry E</u>                  | <u>AMERIGAS PARTNERS LP</u> [ <u>APU</u> ]               | <input checked="" type="checkbox"/> Director 10% Owner                               |
| (Last) (First) (Middle)                  | 3. Date of Earliest Transaction (Month/Day/Year)         | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) |
| <u>460 NORTH GULPH ROAD</u>              | <u>01/16/2015</u>  | <u>President &amp; CEO</u>   |
| (Street)                                 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)                          |
| <u>KING OF PRUSSIA PA 19406</u>          |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person               |
| (City) (State) (Zip)                     |  | 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          |   |  |   |
| <u>APU Common Units</u>         | <u>01/16/2015</u>                    |  | <u>M</u>                       |   | <u>3,189</u>  | <u>A</u>   | <u>\$0.00</u>  | <u>42,806</u>   | <u>D</u>   |   |
| <u>APU Common Units</u>         | <u>01/16/2015</u>                    |  | <u>F<sup>(1)</sup></u>         |   | <u>1,074</u>  | <u>D</u>   | <u>\$51.34</u> | <u>41,732</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 |  | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |  |  |   |  |
| <u>Phantom Units</u>                       | <u>\$0.00</u>  | <u>01/16/2015</u>                    |  | <u>M</u>                       |   | <u>3,189</u>   | <u>(2)</u>   | <u>01/16/2015</u> | <u>APU Common Units</u>   | <u>3,189</u>               | <u>\$0.00</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 2014.
2. Each Phantom Unit represents the right of the reporting person to receive an APU Common Unit after one year of employment.

Remarks:

/s/ Jessica A. Milner Attorney-in-Fact for Jerry E. Sheridan 01/20/2015

\*\* Signature of Reporting Person 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.