SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)
Sheridan Jerry E	**AMERIGAS PARTNERS LP** [APU]	

(Last)	(First)	(Middle)
460 NORTH GULPH ROAD		

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2007

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Vice President-Finance & CFO

(Street)		
KING OF PRUSSIA	**PA**	**19406**

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X	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			
APU Common Units	01/29/2007		M		869	A	$0	4,257	D	
APU Common Units	01/29/2007		F[(1)]		304	D	$32.68	3,953	D	

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				
Performance-contingent restricted Units	$0	01/29/2007		M			869	[(2)]	12/31/2006	APU Common Units	869	$32.68	131	D	
Performance-contingent restricted Units	$0	01/29/2007		D			131	[(3)]	12/31/2006	APU Common Units	131	$0	0	D	

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 2005.

2. Effective August 15, 2005, the reporting person was granted performance-contingent restricted APU Common Units under the 2000 Long-Term Incentive Plan. Each Restricted Unit represents the right of the recipient to receive a Common Unit or an amount based on the value of a Common Unit, if specified performance goals and other conditions are met.

3. Effective August 15, 2005, 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: Margaret M. Calabrese For: Jerry E. Sheridan   01/29/2007

** Signature of Reporting Person   Date