

Crestwood Equity Partners LP
 Form 4
 January 21, 2014

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 *
GAUTREUX WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
Crestwood Equity Partners LP [CEQP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2 BRUSH CREEK BLVD., SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2014

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
President, Liquids and Crude

KANSAS CITY, MO 64112

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Units | 01/17/2014 | | A | | 27,946 (5) | A | \$ 0 334,389 D |
| Common Units | 01/17/2014 | | A | | 55,892 (6) | A | \$ 0 390,281 D |
| Common Units | | | | | 10,035 | I | By Employee Unit Purchase Plan |
| Common | | | | | 1,800,200 | I | As Trustee |

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| | | | | | | | | |
|-----------------|--|--|--|--|---------|---|--|---|
| Units | | | | | | | | of the William C. Gautreaux Revocable Trust ⁽¹⁾ |
| Common Units | | | | | 312,839 | I | | As Co-Trustee of the William C. Gautreaux 2005 GRAT <u>(2)</u> |
| Common Units | | | | | 25,889 | I | | As Co-Trustee of the William C. Gautreaux 2007 GRAT II ⁽³⁾ |
| Common Units | | | | | 8,567 | I | | As Co-Trustee of the William C. Gautreaux 2008 GRAT II ⁽⁴⁾ |

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

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 control number.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

