

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SHERMAN JOHN J</u> (Last) (First) (Middle) 700 LOUISIANA STREET SUITE 2060 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Crestwood Equity Partners LP [CEQP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Units								16,100	D	
Common Units	07/25/2014		S		24,000 ⁽³⁾	D	\$15.2717 ⁽⁴⁾⁽⁷⁾	18,179,270	I	As Trustee of the John J. Sherman Revocable Trust ⁽¹⁾
Common Units	07/28/2014		S		24,000 ⁽³⁾	D	\$15.2469 ⁽⁴⁾⁽⁵⁾	18,155,270	I	As Trustee of the John J. Sherman Revocable Trust ⁽¹⁾
Common Units	07/29/2014		S		24,000 ⁽³⁾	D	\$15.115 ⁽⁴⁾⁽⁶⁾	18,131,270	I	As Trustee of the John J. Sherman Revocable Trust ⁽¹⁾
Common Units	07/25/2014		S		1,000 ⁽³⁾	D	\$15.2717 ⁽⁴⁾⁽⁷⁾	580,997	I	As Trustee of the John J. Sherman 2005 GRAT I ⁽²⁾
Common Units	07/28/2014		S		1,000 ⁽³⁾	D	\$15.2469 ⁽⁴⁾⁽⁵⁾	579,997	I	As Trustee of the John J. Sherman 2005 GRAT I ⁽²⁾
Common Units	07/29/2014		S		1,000 ⁽³⁾	D	\$15.115 ⁽⁴⁾⁽⁶⁾	578,997	I	As Trustee of the John J. Sherman 2005 GRAT I ⁽²⁾

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				

Explanation of Responses:

- Mr. Sherman is the trustee of the John J. Sherman Revocable Trust. John Sherman is the sole beneficiary of this trust.
- Mr. Sherman is a trustee of the John J. Sherman 2005 Grantor Retained Annuity Trust I.
- These units were sold pursuant to the 10b5-1 Sales Plan dated December 12, 2013 adopted by John J. Sherman, individually and as Trustee of the John J. Sherman Revocable Trust dated May 4, 1994 and John J. Sherman and Mary N. Sherman, individually and as Trustees of the John J. Sherman 2005 Grantor Retained Annuity Trust I dated March 31, 2005 and The Commerce Trust Company.
- Upon request, full information about the subject transaction will be provided to the SEC.
- The prices for this transaction range from \$15.20 to \$15.30
- The prices for this transaction range from \$15.00 to \$15.24
- The prices for this transaction range from \$15.21 to \$15.32

/s/ Judy R. Riddle (attorney-in-fact) for John J. Sherman 07/29/2014

** 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.

POWER OF ATTORNEY
FOR EXECUTING FORMS 3, FORMS 4 AND FORMS 5,
FORM 144 AND SCHEDULE 13D AND 13G

The undersigned hereby constitutes and appoints Joel C. Lambert, Michael K. Post and Judy R. Riddle, or any of them acting without the others, with full power of su
1. Execute for and on behalf of the undersigned (a) any Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Act of 1933 and
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Form 3, Form 4, Form 5, Form 144, Schedule 13D and 13G
3. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required for the undersigned
The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of the powers herein granted
The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, Form 4, Form 5, Form 144, Schedule 13D and 13G
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ John J. Sherman
Signature

John J. Sherman
Type or Print Name

March 31, 2014
Date