

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>Energy Transfer Partners, L.P.</u> (Last) (First) (Middle) 3738 OAK LAWN AVE. (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2012	3. Issuer Name and Ticker or Trading Symbol <u>AMERIGAS PARTNERS LP [APU]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	29,567,362 ⁽¹⁾	I	Held by Heritage ETC, L.P.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Energy Transfer Partners, L.P.
 (Last) (First) (Middle)
 3738 OAK LAWN AVE.
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Heritage ETC, L.P.
 (Last) (First) (Middle)
 3738 OAK LAWN AVE
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Heritage ETC GP, L.L.C.
 (Last) (First) (Middle)
 3738 OAK LAWN AVE
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

U S PROPANE LP

(Last) (First) (Middle)

3738 OAK LAWN AVE

(Street)

DALLAS TX 75219

(City) (State) (Zip)

1. Name and Address of Reporting Person*

U S PROPANE LLC

(Last) (First) (Middle)

3738 OAK LAWN AVE

(Street)

DALLAS TX 75219

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Energy Transfer Equity, L.P.

(Last) (First) (Middle)

3738 OAK LAWN AVE

(Street)

DALLAS TX 75219

(City) (State) (Zip)

1. Name and Address of Reporting Person*

LE GP LLC

(Last) (First) (Middle)

3738 OAK LAWN AVE

(Street)

DALLAS TX 75219

(City) (State) (Zip)

1. Name and Address of Reporting Person*

WARREN KELCY L

(Last) (First) (Middle)

3738 OAK LAWN AVE

(Street)

DALLAS TX 75219

(City) (State) (Zip)

Explanation of Responses:

1. On January 12, 2012, Energy Transfer Partners, L.P. ("ETP") contributed its propane business, consisting of Heritage Operating, L.P. and Titan Energy Partners, L.P., to AmeriGas Partners, L.P. ("APU") in exchange for approximately \$1.46 billion of cash and 29,567,362 APU common units. The APU common units, which are held directly by a subsidiary of ETP, are subject to certain restrictions and registration rights as set forth in the Unitholder Agreement between Heritage ETC, L.P. and APU dated January 12, 2012.

Remarks:

(2) Direct owner of the APU common units. ETP owns a 99.999% limited partner interest in Heritage ETC, L.P. (3) Owns a 0.001% general partner interest in Heritage ETC, L.P. (4) Owns a 1.5% general partner interest in ETP. (5) Owns a 0.01% general partner interest in Energy Transfer Partners GP, L.P. (6) Owns a 100% limited liability company interest in Energy Transfer Partners, L.L.C. and a 99.99% limited partner interest in Energy Transfer Partners GP, L.P. (7) Owns a 0.31% general partner interest in Energy Transfer Equity, L.P. (8) Owns a 81.2% membership interest in LE GP, LLC.

/s/ Willam J. Healy as
Attorney-in-Fact for Martin
Salinas, Jr. on behalf of
Heritage ETC, L.P., Heritage
ETC GP, L.L.C., Energy 01/23/2012
Transfer Partners, L.P., Energy
Transfer Partners GP, L.P. and
Energy Transfer Partners,
L.L.C.

/s/ Sonia Aube as Attorney-in- 01/23/2012
Fact on behalf of LE GP, LLC
and Energy Transfer Equity,
L.P.

/s/ Sonia Aube as Attorney-in- 01/23/2012
Fact for Kelcy L. Warren

** 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 5 (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.

JOINT FILING AGREEMENT AND POWER OF ATTORNEY

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned does hereby consent and agree to: (a) the joint filing on behalf of each of them of a Statement on Schedule 13D and all amendments thereto with respect to the units representing limited partner interests in AmeriGas Partners, L.P. beneficially owned by each of them, as applicable, (b) the appointment of Sonia Aube, William J. Healy and/or Peggy Harrison, all of whom may act individually, as Attorney-in-Fact to execute such Statement, any amendment thereto and/or Section 16 filing related thereto in the name and on behalf of the undersigned, and (c) the inclusion of this Joint Filing Agreement and Power of Attorney as an exhibit thereto.

Date: January 23, 2012

HERITAGE ETC, L.P.

By: Heritage ETC GP, L.L.C.,
its general partner

By: /s/ Martin Salinas, Jr.
Name: Martin Salinas, Jr.
Title: Chief Financial Officer

HERITAGE ETC GP, L.L.C.

By: /s/ Martin Salinas, Jr.
Name: Martin Salinas, Jr.
Title: Chief Financial Officer

ENERGY TRANSFER PARTNERS, L.P.

By: Energy Transfer Partners GP, L.P.,
its general partner

By: Energy Transfer Partners, L.L.C.,
its general partner

By: /s/ Martin Salinas, Jr.
Name: Martin Salinas, Jr.
Title: Chief Financial Officer

ENERGY TRANSFER PARTNERS GP, L.P.

By: Energy Transfer Partners, L.L.C.,
its general partner

By: /s/ Martin Salinas, Jr.
Name: Martin Salinas, Jr.
Title: Chief Financial Officer

ENERGY TRANSFER PARTNERS, L.L.C.

By: /s/ Martin Salinas, Jr.
Name: Martin Salinas, Jr.
Title: Chief Financial Officer

ENERGY TRANSFER EQUITY, L.P.

By: LE GP, LLC
its general partner

By: /s/ John W. McReynolds
Name: John W. McReynolds
Title: President and Chief Financial Officer

LE GP, LLC

By: /s/ John W. McReynolds
Name: John W. McReynolds
Title: President and Chief Financial Officer

KELCY L. WARREN

By: /s/ Kelcy L. Warren