

INERGY L P
Form 4
December 22, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Inergy GP, LLC

2. Issuer Name and Ticker or Trading Symbol
INERGY MIDSTREAM, L.P.
[NRGM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO BRUSH CREEK
BOULEVARD, SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
General Partner of NRGY

KANSAS CITY, MO 64112

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price		
Common Units	12/21/2011		J ⁽³⁾	55,925,000	A \$ 0 55,925,000	I	See Footnotes (1) (2) (3) (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.

SEC 1474 (9-02)

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

Edgar Filing: INERGY L P - Form 4

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
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Inergy GP, LLC TWO BRUSH CREEK BOULEVARD SUITE 200 KANSAS CITY, MO 64112		X		General Partner of NRGY	
Inergy Holdings GP, LLC TWO BRUSH CREEK BLVD. SUITE 200 KANSAS CITY, MO 64112				General Partner	
INERGY HOLDINGS, L.P. TWO BRUSH CREEK BLVD. SUITE 200 KANSAS CITY, MO 64112				Parent	
INERGY L P TWO BRUSH CREEK BOULEVARD SUITE 200 KANSAS CITY, MO 64112		X			

Signatures

/s/ Judy R. Riddle (attorney-in-fact) for John J. Sherman, President and Chief Executive Officer of Inergy GP, LLC 12/22/2011

__Signature of Reporting Person Date

/s/ Judy R. Riddle (attorney-in-fact) for John J. Sherman, President and Chief Executive Officer of Inergy GP, LLC on behalf of Inergy, L.P. 12/22/2011

__Signature of Reporting Person Date

/s/ Judy R. Riddle (attorney-in-fact) for John J. Sherman, President and Chief Executive Officer of Inergy Holdings GP, LLC, on behalf of Inergy Holdings, L.P. 12/22/2011

__Signature of Reporting Person Date

/s/ Judy R. Riddle (attorney-in-fact) for John J. Sherman, President and Chief Executive
Officer of Inergy Holdings GP, LLC

12/22/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This Form 4 is jointly filed by Inergy, L.P. ("NRGY"), Inergy GP, LLC, Inergy Holdings, L.P. and Inergy Holdings GP, LLC.
As of December 21, 2011, (i) Inergy GP, LLC is the general partner of NRGY, (ii) Inergy Holdings, L.P. owns all of the membership interests in Inergy GP, LLC and (iii) Inergy Holdings GP, LLC is the general partner of Inergy Holdings, L.P. Inergy GP, LLC may be deemed to share beneficial ownership of NRGY's interest in the Issuer through its ability to control NRGY. Inergy Holdings, L.P. may be deemed to share beneficial ownership of NRGY's interest in the Issuer through its ability to control Inergy GP, LLC. Inergy Holdings GP, LLC may be deemed to share beneficial ownership of NRGY's interest in the Issuer through its ability to control Inergy Holdings, L.P.
- (2) Pursuant to the Contribution, Conveyance and Assumption Agreement by and among Inergy GP, LLC, NRGY, Inergy Propane, LLC, MGP GP, LLC, Inergy Midstream Holdings, L.P., NRGM GP, LLC and the Issuer, dated December 21, 2011, NRGY received 55,925,000 Common Units, representing a 75.2 % limited partner interest, in connection with the closing of the initial public offering of the Issuer's Common Units.
- (3) Inergy GP, LLC, Inergy Holdings, L.P. and Inergy Holdings GP, LLC disclaim beneficial ownership of the reported securities in excess of such entity's pecuniary interest in the securities.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.