

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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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 *
GAUTREAUX 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 <u>(3)</u>
Common Units					8,567	I		As Co-Trustee of the William C. Gautreaux 2008 GRAT II <u>(4)</u>

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

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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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAUTREAUX WILLIAM C 2 BRUSH CREEK BLVD., SUITE 200 KANSAS CITY, MO 64112			President, Liquids and Crude	

Signatures

/s/ Judy R. Riddle (attorney-in-fact) for William C. Gautreaux
01/21/2014

 **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) Mr. Gautreaux is trustee of the William C. Gautreaux Revocable Trust under Trust Indenture dated March 8, 2004.
- (2) Mr. Gautreaux is a co-trustee of the William C. Gautreaux 2005 Grantor Retained Annuity Trust under Trust Indenture dated March 31, 2005.
- (3) Mr. Gautreaux is a co-trustee of the William C. Gautreaux 2007 Grantor Retained Annuity Trust II under Trust Indenture dated August 30, 2007.
- (4) Mr. Gautreaux is a co-trustee of the William C. Gautreaux 2008 Grantor Retained Annuity Trust II under Trust Indenture dated May 20, 2008.
- (5) Restricted units granted under the Crestwood Equity Partners LP Long Term Incentive Plan, as amended. The restricted units vest at the rate of 33.33% on each anniversary of the grant date.
 Restricted units granted under the Crestwood Equity Partners LP Long Term Incentive Plan, as amended. The restricted units vest in two
- (6) installments as follows: 66.66% of the restricted units vest on the 1st anniversary of the grant date and the remaining 33.33% of the restricted units vest on the 2nd anniversary of the grant date.

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.