

Crestwood Midstream Partners LP
 Form 3
 May 14, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Crestwood Equity Partners LP		(Month/Day/Year)	Crestwood Midstream Partners LP [CMLP]	
(Last)	(First)	(Middle)	05/05/2015	
700 LOUISIANA STREET, SUITE 2550			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77002			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below) (specify below)	
(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> 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	21,597	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Units	7,137,841	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crestwood Equity Partners LP 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002	^	^ X	^	^
Crestwood Equity GP LLC 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002	^	^ X	^	^
CRESTWOOD HOLDINGS LP 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002	^	^ X	^	^
Crestwood Gas Services GP LLC 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002	^	^ X	^	^

Signatures

CRESTWOOD EQUITY PARTNERS LP, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President	05/14/2015
__Signature of Reporting Person	Date
CRESTWOOD EQUITY GP LLC, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President	05/14/2015
__Signature of Reporting Person	Date
CRESTWOOD HOLDINGS LP, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President	05/14/2015
__Signature of Reporting Person	Date
CRESTWOOD GAS SERVICES GP, LLC, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President	05/14/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) As a result of entering into (a) the Support Agreement, dated as of May 5, 2015, by and among Crestwood Midstream Partners LP (the "Issuer"), Crestwood Equity Partners LP ("CEQP"), Crestwood Gas Services Holdings LLC and Crestwood Holdings LLC and (b) the Support Agreement, dated as of May 5, 2015, by and among the Issuer, CEQP and Crestwood Gas Services, GP, LLC, the CEQP Entities (as defined below) and the Midstream Entities (as defined below) may be deemed to be members of a group with the FR Persons (as defined below) that may be deemed to beneficially in excess of 10% of the number of outstanding Common Units of the Issuer. As a result, the Reporting Persons are filing this Form 3.

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- (2) Reflects securities held directly by Crestwood Gas Services GP, LLC.
- (3) Reflects securities held directly by CEQP.

Crestwood Gas Services GP, LLC is wholly-owned by Crestwood Midstream GP, LLC. CEQP owns all of the limited partnership interests of Crestwood Midstream Holdings LP and is the sole member of MGP GP, LLC, which is the general partner of Crestwood Midstream Holdings LP, which is the sole member of Crestwood Midstream GP LLC. Collectively, Crestwood Gas Services GP, LLC, Crestwood Midstream GP, LLC, Crestwood Midstream Holdings LP and MGP GP, LLC shall be referred to as the "Midstream Entities".

- (5) The general partner of CEQP is Crestwood Equity GP LLC. The sole member of Crestwood Equity GP LLC is Crestwood Holdings LP. Crestwood Gas Services Holdings LLC and Crestwood Holdings LLC together own all of the limited and general partnership interests of Crestwood Holdings LP. Crestwood Holdings II LLC is the sole member of Crestwood Holdings LLC. Crestwood Holdings Partners LLC is the sole member of Crestwood Holdings II LLC. Crestwood Holdings LLC has the ability to appoint the members of the board of directors of both Crestwood Equity GP LLC and Crestwood Midstream GP LLC. Collectively, CEQP, Crestwood Equity GP LLC and Crestwood Holdings LP shall be referred to as the "CEQP Entities".

- (6) FR XI CMP Holdings LLC is the controlling member of Crestwood Holdings Partners LLC. FR Midstream Holdings LLC is the sole member of FR XI CMP Holdings LLC. First Reserve GP XI, L.P. is the managing member of FR Midstream Holdings LLC. First Reserve GP XI, Inc. is the general partner of First Reserve GP XI, L.P. William Macaulay is a director and has the right to appoint a majority of the board of directors First Reserve GP XI, L.P. Collectively, FR XI CMP Holdings LLC, FR Midstream Holdings LLC, First Reserve GP XI, L.P., First Reserve GP XI, Inc. and Mr. Macaulay shall be referred to as the "FR Persons".

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Remarks:

The Reporting Persons disclaim beneficial ownership of the securities reported on this Form 3 except

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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