

FERRELLGAS PARTNERS L P
Form 4
October 06, 2006

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 *
FERRELL COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol
FERRELLGAS PARTNERS L P [FGP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
7500 COLLEGE BOULEVARD, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/1999

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

OVERLAND PARK, KS 66210

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Units	09/27/1999		P	2,630 A \$ 16.81	13,717 (1) (2)	I	By Subsidiaries
Common Units	12/12/2001		P	37,487 A \$ 18.95	51,204 (1) (2)	I	By Subsidiaries
Common Units	04/20/2004		P	195,686 A \$ 23.96	246,890 (1) (2)	I	By Subsidiaries
Common Units	06/09/2005		P	385,000 A \$ 20.63	18,188,883 (1) (2)	D	
Common Units	08/29/2006		P	1,891,893 A \$ 23.31	20,080,776 (1) (2)	D	

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

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(9-02)

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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FERRELL COMPANIES INC
7500 COLLEGE BOULEVARD
SUITE 1000
OVERLAND PARK, KS 66210

X

FERRELL COS INC EMPLOYEE STOCK OWNERSHIP TRUST
7500 COLLEGE BOULEVARD
SUITE 1000
OVERLAND PARK, KS 66210

X

Signatures

/s/ Kevin T. Kelly

10/04/2006

__Signature of Reporting Person

Date

/s/ Kevin B. Kolb, on behalf of the Ferrell Companies, Inc. Employee Stock Ownership Plan

10/04/2006

__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).

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- (1) Owned by Ferrell Companies, Inc.
- (2) Owned indirectly by Ferrell Companies, Inc. Employee Stock Ownership Plan, which owns 100% of the Common Stock of Ferrell Companies, Inc.

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.