

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>SHERMAN R BROOKS</u> (Last) (First) (Middle) <u>TWO BRUSH CREEK BOULEVARD, SUITE 200</u> (Street) <u>KANSAS CITY MO 64112</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INERGY L P [NRGY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP/CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/05/2010		A		400,412	A	(1)	400,412	I	See Footnote(2)
Common Units	11/05/2010		A		203,604	A	(6)	260,904	D	
Common Units								1,020,2731	I	See Footnote(3)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Units	(4)	11/05/2010		A		266,941		(4)	(4)	Common Units	266,941	(1)	266,941	I	See Footnote(2)
Options	\$9.74	11/05/2010		A		46,200		06/20/2008	06/19/2015	Common Units	46,200	(5)	46,200	D	

Explanation of Responses:

- Acquired pursuant to the First Amended and Restated Agreement and Plan of Merger, dated as of September 3, 2010 (the "Merger Agreement"), by and among Inergy, L.P. ("Inergy"), Inergy GP, LLC, Inergy Holdings, L.P. ("Holdings"), Inergy Holdings GP, LLC, NRG Limited Partner, LLC and NRG MS, LLC. Acquired 266,941 Class B Units in Inergy and 400,412 Common Units representing limited partner interests in Inergy on November 5, 2010 pursuant to the Merger Agreement in exchange for 866,693 Holdings common units. On the effective date of the merger, the closing sales price of Holdings common units on the NYSE was \$30.71, and the closing sales price of Inergy common units on the NYSE was \$39.95 per unit.
- Mr. Sherman is the trustee of the R. Brooks Sherman, Jr. Revocable Trust dated 1/15/2008, as amended from time to time.
- Represents Common Units held in Inergy Employee Unit Purchase Plan ("EUPP"). Contributions to the EUPP are used to purchase Inergy Common Units at the end of each quarter.
- The Class B Units will convert automatically into Common Units on a one-for-one basis, with 50% of the outstanding Class B Units converting into Common Units following the payment date of the fourth quarterly distribution following the closing of the merger and the remaining outstanding Class B Units converting into Common Units following the payment date of the eighth quarterly distribution following the closing of the merger.
- Acquired pursuant to the Merger Agreement in exchange for options to purchase 60,000 Holdings common units at \$7.50 per unit.
- Includes Inergy restricted units acquired pursuant to the Merger Agreement in exchange for Holdings restricted units.

/s/ Michael K. Post (attorney-in-fact) for R. Brooks Sherman, Jr. 11/09/2010

** 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 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).

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.