

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person\*  
Crestwood Equity Partners LP  
 (Last) (First) (Middle)  
 700 LOUISIANA STREET, SUITE 2550  
 (Street)  
 HOUSTON TX 77002  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Crestwood Equity GP LLC  
 (Last) (First) (Middle)  
 700 LOUISIANA STREET, SUITE 2550  
 (Street)  
 HOUSTON TX 77002  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CRESTWOOD HOLDINGS LP  
 (Last) (First) (Middle)  
 700 LOUISIANA STREET, SUITE 2550  
 (Street)  
 HOUSTON TX 77002  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Crestwood Gas Services GP LLC

(Last) (First) (Middle)

700 LOUISIANA STREET, SUITE 2550

(Street)

HOUSTON TX 77002

(City)

(State)

(Zip)

**Explanation of Responses:**

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.
2. Reflects securities held directly by Crestwood Gas Services GP, LLC.
3. Reflects securities held directly by CEQP.
4. 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".

**Remarks:**

The Reporting Persons disclaim beneficial ownership of the securities reported on this Form 3 except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of these securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose. The filing of this Form 3 shall not be deemed an admission that the CEQP Entities and the Midstream Entities are members of a group with the FR Persons.

CRESTWOOD EQUITY

PARTNERS LP, By: /s/ Joel C.

Lambert, Name: Joel C.

05/14/2015

Lambert, Title: Senior Vice

President

CRESTWOOD EQUITY GP

LLC, By: /s/ Joel C. Lambert,

Name: Joel C. Lambert, Title:

05/14/2015

Senior Vice President

CRESTWOOD HOLDINGS

LP, By: /s/ Joel C. Lambert,

Name: Joel C. Lambert, Title:

05/14/2015

Senior Vice President

CRESTWOOD GAS

SERVICES GP, LLC, By: /s/

Joel C. Lambert, Name: Joel C.

05/14/2015

Lambert, Title: Senior Vice

President

\*\* 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 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).

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.