SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D Amendment No. 11 to

Under the Securities Exchange Act of 1934

Crestwood Equity Partners LP

(Name of Issuer)

Common Units Representing Limited Partner Interests (Title of Class of Securities)

> 456615103 (CUSIP Number)

Joel C. Lambert 700 Louisiana Street, Suite 2550 Houston, TX 77002 (832) 519-2200 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> May 27, 2016 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("<u>Act</u>") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 1	NAME OF REPORTING PERSON					
	Crestwood Gas Services Holdings LLC					
2 0	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) \Box (b) \Box					
	SEC USE ONLY					
4 5	SOURCE OF FUNDS					
	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
5 (CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO TTEM 2(0) OR 2(0)					
[
6 (CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware 7 SOLE VOTING POWER					
	7 SOLE VOTING POWER					
NUMB	BER OF 0					
	ARES 8 SHARED VOTING POWER					
	FICIALLY NED BY					
	A CIL 9,985,462 Common Units*					
	ORTING 9 SOLE DISPOSITIVE POWER					
	RSON 0					
VV1	/ITH 0 10 SHARED DISPOSITIVE POWER					
	9,985,462 Common Units*					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
(9,985,462 Common Units*					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13 I	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	14.5%†					
	TYPE OF REPORTING PERSON					
	00					

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

00011	10, 450015				
1	1 NAME OF REPORTING PERSON				
	Crestwood Holdings LLC				
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) 🗆	(b) 🗆			
3	SEC USI				
4	SOURCE	E OF FUNDS			
	00				
5		BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
-					
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION			
	Delaware				
	Delaward	7 SOLE VOTING POWER			
	ABER OF HARES	0			
	FICIALLY	8 SHARED VOTING POWER			
	NED BY	17,007,775 Common Units*			
	EACH ORTING	9 SOLE DISPOSITIVE POWER			
	ERSON				
V	WITH				
		10 SHARED DISPOSITIVE POWER			
		17,007,775 Common Units*			
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	15.005.5				
12		75 Common Units* BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	CHECK	DOA IF THE AGOREGATE AMOUNT IN NOW (11) EXCLUDES CERTAIN SHARES			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	24.6%†	F REPORTING PERSON			
14					
00					

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1	NAME OF REPORTING PERSON				
	FR Crestwood Management Co-Investment LLC (f/k/a Crestwood Holdings II LLC)				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
_					
	(a)				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	7 SOLE VOTING POWER				
NUM	IBER OF				
	IARES 8 SHARED VOTING POWER				
	FICIALLY				
	NED BY 17,007,775 Common Units*				
	ORTING 9 SOLE DISPOSITIVE POWER				
~	VITH 0 10 SHARED DISPOSITIVE POWER				
	17,007,775 Common Units*				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	17,007,775 Common Units*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	24.6%†				
14	TYPE OF REPORTING PERSON				
	00				

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1 NAME OF REPORTING PERSON Crestwood Holdings Partners, LLC 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 8 SHARED VOTING POWER 0WNED BY 0 8 SHARED VOTING POWER 10 SHARED VOTING POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 24.6%# TYPE OF REPORTING PERSON						
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 8 SHARES 8 SHARED 8 SHARED VOTING POWER 0 0 9 SULE VOTING POWER 0 SHARED VOTING POWER 0 9 0 SULD DISPOSITIVE POWER 0 10,007,775 Common Units* 10 SHARED DISPOSITIVE POWER 0 10 9 SULE DISPOSITIVE POWER 11 AGGRECATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 AGGRECATE AMOUNT TENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% d* 24.6% d* <td>1</td> <td colspan="5">NAME OF REPORTING PERSON</td>	1	NAME OF REPORTING PERSON				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 8 SHARES 8 SHARED 9 SOLE VOTING POWER 0 17,007,775 Common Units* 4 SOLE DISPOSITIVE POWER 0 10 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGRECATE AMOUNT BENEFICIALLY 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% d 4						
(a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 7 SOLE VOTING POWER 0 0 SHARED 0 SHARED VOTING POWER 0 0 VOWNED BY 17,007,775 Common Units* 0 0 WITH 10 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
3 SEC USE ONLY 4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 7 SOLE VOTING POWER 0 0 8 SHARED VOTING POWER 0 8 0 8 0 9 0 0 10 SILE VOTING POWER 0 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3 SEC USE ONLY 4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 7 SOLE VOTING POWER 0 0 8 SHARED VOTING POWER 0 8 0 8 0 9 0 0 10 SILE VOTING POWER 0 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
4 SOURCE OF FUNDS 00 00 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 0 0 6 CITIZENSHIP OR PLACE OF ORGANIZATION 0elaware 0 8 SHARED VOTING POWER BENEFICIALLY 8 0 17,007,775 Common Units* 11 ACGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	-					
OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 8 SHARES 8 SHARED VOTING POWER 0 0 SHARES 8 9 SOLE VOTING POWER 17,007,775 Common Units* 10 SHARED DISPOSITIVE POWER 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3	SEC USE	UNLY			
OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 0 SHARES 0 SHARES 8 BENEFICIALLY 0 VWNED BY 17,007,775 Common Units* PERSON 0 0 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	Δ	SOURCE	OF FUNDS			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION 0 Delaware 7 SOLE VOTING POWER 0 0 SHARES 8 BENEFICIALLY 8 VWNED BY 17,007,775 Common Units* EACH 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†	-	DOORGE				
G CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER BENEFICIALLY OWNED BY 17,007,775 Common Units* EACH PERSON WITH 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		00				
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF SHARES 7 SOLE VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 0 17,007,775 Common Units* 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	5	CHECK E	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF SHARES 7 SOLE VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 0 17,007,775 Common Units* 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
Delaware NUMBER OF NUMBER OF SHARES BENEFICIALLY OWNED BY FACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER I1 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT & CLASS REPRESENTED BY AMOUNT IN ROW (11)						
NUMBER OF 0 SHARES 8 BENEFICIALLY 8 OWNED BY 17,007,775 Common Units* EACH 9 SOLE DISPOSITIVE POWER 0 0 WITH 0 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	6	CITIZEN	SHIP OR PLACE OF ORGANIZATION			
NUMBER OF 0 SHARES 8 BENEFICIALLY 8 OWNED BY 17,007,775 Common Units* EACH 9 SOLE DISPOSITIVE POWER 0 0 WITH 0 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		Delesser				
NUMBER OF SHARES 0 BENEFICIALLY 8 BENEFICIALLY 17,007,775 Common Units* EACH REPORTING 9 SOLE DISPOSITIVE POWER PERSON PERSON 0 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†		Delaware	7 SOLE VOTING DOWER			
SHARES 8 BENEFICIALLY 0 WNED BY 17,007,775 Common Units* EACH 9 SOLE DISPOSITIVE POWER PERSON 0 WITH 0 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			7 SOLE VOTING TOWER			
BENEFICIALLY 0 SHARED VOTING POWER OWNED BY 17,007,775 Common Units* EACH 9 SOLE DISPOSITIVE POWER PERSON 0 WITH 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	NUM	IBER OF	0			
OWNED BY EACH REPORTING 17,007,775 Common Units* 9 SOLE DISPOSITIVE POWER 9 0 10 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			8 SHARED VOTING POWER			
EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 0 0 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†						
REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†						
WITH 0 10 SHARED DISPOSITIVE POWER 11 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†			9 SOLE DISPOSITIVE POWER			
WITH 10 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†	PE	RSON				
17,007,775 Common Units* 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†	W	VITH				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% [†]			10 SHARED DISPOSITIVE FOWER			
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,007,775 Common Units* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% [†]			17,007,775 Common Units*			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% [†]	11	AGGREG				
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% [†]						
□ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6%†						
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% [†]	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.6% [†]						
24.6%†	13					
	15	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
		24.6%†				
	14		REPORTING PERSON			
00		00				

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1	1 NAME OF REPORTING PERSON					
	FR XI CMP Holdings LLC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) (b) (c) (c) (c) (c) (c) (c) (c) (c					
3	SEC USE ONLY					
5						
4	SOURCE OF FUNDS					
	00					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware					
	7 SOLE VOTING POWER					
NUM	IBER OF 0					
	IARES 8 SHARED VOTING POWER					
	ACH 17,007,775 Common Units*					
	ORTING 9 SOLE DISPOSITIVE POWER					
	RSON 0					
V	VITH 0 10 SHARED DISPOSITIVE POWER					
	17,007,775 Common Units*					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	17.007.775 Common Unite*					
12	17,007,775 Common Units* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
12						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	24.6%† TYPE OF REPORTING PERSON					
14	I I LE OL VELOVITING LEVON					
	00					
L						

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1 NAME OF REPORTING PERSON					
	FR Midstream Holdings LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) 🗆 (b) 🗆				
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
	00				
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6		LACE OF ORGANIZATION			
	Delaware				
	7 SOLE	E VOTING POWER			
NUM	IBER OF 0				
	IARES 8 SHAF	RED VOTING POWER			
	FICIALLY				
		7,775 Common Units*			
	ORTING 9 SOLE	DISPOSITIVE POWER			
	RSON 0				
V	VIIII	RED DISPOSITIVE POWER			
		7,775 Common Units*			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	17.007.77F.C	TT-:*			
12	17,007,775 Common	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
14		E AOOREOATE AMOONT IN NOW (II) EACEODES CENTAIN SHARES			
13					
1.4	24.6%†				
14	14 TYPE OF REPORTING PERSON				
00					

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1	NAME OF REPORTING PERSON				
	First Reserve GP XI, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	(a) □ SEC USE				
5	SLC USI				
4	SOURCE	E OF FUNDS			
	00				
5	CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6		ISHIP OR PLACE OF ORGANIZATION			
	Delaware	7 SOLE VOTING POWER			
	IBER OF	0 8 SHARED VOTING POWER			
BENE	FICIALLY	6 SHARED VOTING FOWER			
	NED BY ACH	17,007,775 Common Units*			
REPO	ORTING	9 SOLE DISPOSITIVE POWER			
	RSON VITH	0			
	,	10 SHARED DISPOSITIVE POWER			
		17,007,775 Common Units*			
11	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	17 007 7	75 Common Unite*			
12	17,007,775 Common Units* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14					
14	TYPE OF REPORTING PERSON				
	PN				

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1	1 NAME OF REPORTING PERSON				
First Reserve GP XI, Inc.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) □ (b) □				
3	SEC USE ONLY				
5					
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	7 SOLE VOTING POWER				
NUM	MBER OF 0				
SF	HARES 8 SHARED VOTING POWER				
	EFICIALLY				
	VNED BY 17,007,775 Common Units*				
	PORTING 9 SOLE DISPOSITIVE POWER				
	ERSON 0				
V	WITH 0 10 SHARED DISPOSITIVE POWER				
	17,007,775 Common Units*				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	17,007,775 Common Units* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	CHECK DOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
1.4					
14	14 TYPE OF REPORTING PERSON				
	СО				
L					

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

1	1 NAME OF REPORTING PERSON					
	William E. Macaulay					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) 🗆	(b) 🗆				
3	SEC USE					
4	SOURCE	E OF FUNDS				
	00					
5	00 CHECK	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
5	CHECK	DOX IF DISCLOSORE OF ELGAL FROCEEDINGS IS REQUIRED FORSOANT TO THEM 2(0) OR 2(0)				
6	CITIZEN	ISHIP OR PLACE OF ORGANIZATION				
	D I					
	Delaware	7 SOLE VOTING POWER				
		/ SOLE VOINGTOWER				
	IBER OF	0				
_	IARES	8 SHARED VOTING POWER				
	FICIALLY NED BY					
E	ACH	17,007,775 Common Units* 9 SOLE DISPOSITIVE POWER				
	ORTING	5 SOLE DISPOSITIVE POWER				
	RSON VITH	0				
· ·	VIIII	10 SHARED DISPOSITIVE POWER				
11	ACCDE	17,007,775 Common Units* GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGRE	JATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	17,007,77	75 Common Units*				
12	CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
10						
13	Big PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
24.6%†						
14		F REPORTING PERSON				
	IN					

* Does not include 438,789 Subordinated Units. The Subordinated Units may be converted into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the Issuer Partnership Agreement.

+ All percentages of Common Units outstanding contained herein are based on 69,041,047 Common Units outstanding as of May 2, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed May 6, 2016.

This Amendment No. 11 to Schedule 13D is filed by the Reporting Persons as an amendment to the Schedule 13D filed with the Securities and Exchange Commission (the "*Commission*") on June 19, 2013, as amended by Amendment No. 1 to Schedule 13D filed with the Commission on October 15, 2013, as amended by Amendment No. 2 to Schedule 13D filed with the Commission on May 7, 2015, as amended by Amendment No. 3 to Schedule 13D filed with the Commission on October 2, 2015, as amended by Amendment No. 4 to Schedule 13D filed with the Commission on December 8, 2015, as amended by Amendment No. 5 to Schedule 13D filed with the Commission on December 16, 2015, as amended by Amendment No. 6 to Schedule 13D filed with the Commission on December 28, 2015, as amended by Amendment No. 7 to Schedule 13D filed with the Commission on January 5, 2016, as amended by Amendment No. 8 to Schedule 13D filed with the Commission on January 11, 2016, as amended by Amendment No. 9 to Schedule 13D filed with the Commission on March 30, 2016, and as amended by Amendment No. 10 to Schedule 13D filed with the Commission on April 15, 2016 (as amended, this "*Schedule 13D*"). This Amendment relates to the common units representing limited partner interests (the "*Common Units*") of Crestwood Equity Partners LP, a Delaware limited partnership (the "*Issuer*"). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Considerations.

Item 3 is hereby amended by adding the following paragraph at the end hereof:

In various open market purchases between May 16, 2016 and May 27, 2016, Crestwood Holdings LLC acquired an aggregate of 738,159 of the Issuer's outstanding Common Units for a total aggregate purchase price of \$14,602,254.09. The purchase of such securities was funded from cash on hand of the Reporting Persons.

Item 5. Interest in Securities of the Issuer

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

(c) The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule I attached hereto.

[Signature Pages Follow]

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: May 31, 2016

CRESTWOOD GAS SERVICES HOLDINGS LLC

By: /s/ Joel C. Lambert

Name:Joel C. LambertTitle:Senior Vice President

CRESTWOOD HOLDINGS LLC

By: /s/ Joel C. Lambert Name: Joel C. Lambert

Title: Senior Vice President

FR CRESTWOOD MANAGEMENT CO-INVESTMENT LLC

By: /s/ Joel C. Lambert

Name: Joel C. Lambert Title: Senior Vice President

CRESTWOOD HOLDINGS PARTNERS, LLC

By: <u>/s/ Joel C. Lambert</u>

Name: Joel C. Lambert Title: Senior Vice President

FR XI CMP HOLDINGS LLC

By: First Reserve GP XI, L.P., its managing member

By: First Reserve GP XI, Inc., its general partner

By: /s/ Michael France

Name: Michael France Title: Managing Director

FR MIDSTREAM HOLDINGS LLC

By: First Reserve GP XI, L.P., its managing member

By: First Reserve GP XI, Inc., its general partner

By: /s/ Michael France

Name: Michael France Title: Managing Director

FIRST RESERVE GP XI, L.P.

By: First Reserve GP XI, Inc., its general partner

By: <u>/s/ Michael France</u> Name: Michael France Title: Managing Director

FIRST RESERVE GP XI, INC.

By: <u>/s/ Michael France</u>

Name: Michael France Title: Managing Director

WILLIAM E. MACAULAY

By: /s/ Anne E. Gold

Name: Anne E. Gold Title: Attorney-in-fact

Schedule I

Recent Open Market Transactions by Reporting Persons in the Securities of the Issuer

Date of Transaction	Number of Shares Purchased	Weighted Average Price Per Share	Price Range
May 16, 2016	37,798	\$ 18.15	\$17.39 - 18.38
May 16, 2016	42,379	\$ 18.53	\$18.39 - 18.69
May 17, 2016	100,156	\$ 18.22	\$17.70 - 18.69
May 17, 2016	6,627	\$ 18.72	\$18.71 - 18.75
May 18, 2016	40,621	\$ 17.82	\$17.45 - 18.22
May 19, 2016	37,475	\$ 17.95	\$17.30 - 18.29
May 19, 2016	2,990	\$ 18.37	\$18.32 - 18.38
May 20, 2016	30,914	\$ 18.29	\$18.02 - 18.44
May 23, 2016	12,600	\$ 18.69	18.18 - 19.00
May 24, 2016	131,524	\$ 20.21	\$19.77 - 20.72
May 25, 2016	158,370	\$ 21.08	\$20.50 - 21.40
May 26, 2016	84,861	\$ 21.45	21.04 - 21.78
May 27, 2016	51,844	\$ 21.46	\$20.93 - 21.75

The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.