

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* FERRELL COMPANIES INC (Last) (First) (Middle) 7500 COLLEGE BOULEVARD SUITE 1000 (Street) OVERLAND PARK KS 66210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FERRELLGAS PARTNERS L P [FGP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	01/17/2012		P		1,388,888	A	\$18	21,469,664 ⁽¹⁾⁽²⁾⁽³⁾	D	

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)		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)					

1. Name and Address of Reporting Person*

FERRELL COMPANIES INC

(Last) (First) (Middle)

7500 COLLEGE BOULEVARD

SUITE 1000

(Street)

OVERLAND PARK KS 66210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FERRELL COS INC EMPLOYEE STOCK OWNERSHIP TRUST

(Last) (First) (Middle)

7500 COLLEGE BOULEVARD

SUITE 1000

(Street)

OVERLAND PARK KS 66210

(City) (State) (Zip)

Explanation of Responses:

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.

3. Indirect ownership includes 246,890 Common Units owned by subsidiaries of Ferrell Companies, Inc. Total beneficial ownership of both Direct and Indirect holdings equals 21,716,554 Common Units.

/s/ J. Ryan VanWinkle 01/19/2012

/s/ Kevin B. Kolb, Greatbanc
Trust Co., on behalf of the
Ferrell Companies, Inc. 01/19/2012
Employee Stock Ownership
Plan

** 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.