

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>FERRELL JAMES E</u>  (Last) (First) (Middle) 7500 COLLEGE BOULEVARD SUITE 1000  (Street) OVERLAND KS 66210 PARK  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FERRELLGAS PARTNERS L P [ FGP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec Chairman &amp; BOD Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2011</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 Unit	08/08/2011		P		1,200	A	\$18.6	4,354,675	I	JEF Capital Management, Inc. <sup>(1)</sup>
Common Unit	08/08/2011		P		2,300	A	\$18.69	4,356,975	I	JEF Capital Management, Inc. <sup>(1)</sup>
Common Unit	08/08/2011		P		200	A	\$18.53	4,357,175	I	JEF Capital Management, Inc. <sup>(1)</sup>
Common Unit	08/08/2011		P		500	A	\$18.54	4,357,675	I	JEF Capital Management, Inc. <sup>(1)</sup>
Common Unit	08/08/2011		P		800	A	\$18.56	4,358,475 <sup>(2)</sup>	I	JEF Capital Management, Inc. <sup>(1)</sup>

**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					

**Explanation of Responses:**

- 1. JEF Capital Management, Inc. is wholly-owned by the James E. Ferrell Revocable Trust Two, for which James E. Ferrell is the trustee and sole beneficiary.
- 2. 4,616 of these common units are held by Ferrell Resources Holdings, Inc., which is wholly-owned by the James E. Ferrell Revocable Trust One, for which James E. Ferrell is the trustee and sole beneficiary. All remaining common units are held by JEF Capital Management, Inc.

/s/ James E. Ferrell

08/09/2011

\*\* 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.