

SHERMAN JOHN J
Form 3
December 15, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SHERMAN JOHN J | | (Month/Day/Year) | INERGY MIDSTREAM, L.P. [NRGM] | |
| (Last) | (First) | (Middle) | 12/15/2011 | |
| TWO BRUSH CREEK BOULEVARD, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| KANSAS CITY,Â MOÂ 64112 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President and CEO | |

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 | 0 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERMAN JOHN J TWO BRUSH CREEK BOULEVARD, SUITE 200 KANSAS CITY, MO 64112 | Â X | Â | Â President and CEO | Â |
| Inergy GP, LLC TWO BRUSH CREEK BOULEVARD, SUITE 200 KANSAS CITY, MO 64112 | Â X | Â | Â | Â |
| INERGY L P TWO BRUSH CREEK BOULEVARD, SUITE 200 KANSAS CITY, MO 64112 | Â X | Â | Â | Â |
| INERGY HOLDINGS, L.P. TWO BRUSH CREEK BOULEVARD, SUITE 200 KANSAS CITY, MO 64112 | Â X | Â | Â | Â |
| Inergy Holdings GP, LLC TWO BRUSH CREEK BOULEVARD, SUITE 200 KANSAS CITY, MO 64112 | Â X | Â | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Judy Riddle, as attorney-in-fact for John J. Sherman | 12/15/2011 |
| **Signature of Reporting Person | Date |
| /s/ Judy Riddle, as attorney-in-fact for John J. Sherman, President and Chief Executive Officer of Inergy GP, LLC, on behalf of Inergy, L.P. | 12/15/2011 |
| **Signature of Reporting Person | Date |
| /s/ Judy Riddle, as attorney-in-fact for John J. Sherman, President and Chief Executive Officer of Inergy GP, LLC | 12/15/2011 |
| **Signature of Reporting Person | Date |
| /s/ Judy Riddle, as attorney-in-fact for John J. Sherman, President and Chief Executive Officer of Inergy Holdings GP, LLC, on behalf of Inergy Holdings, L.P. | 12/15/2011 |
| **Signature of Reporting Person | Date |
| /s/ Judy Riddle, as attorney-in-fact for John J. Sherman, President and Chief Executive Officer of Inergy Holdings GP, LLC | 12/15/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).

(1)

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This Form 3 is jointly filed by John J. Sherman, Inergy, L.P. ("NRGY"), Inergy GP, LLC, Inergy Holdings, L.P. and Inergy Holdings GP, LLC.

- As of the date of this Form 3, (i) NRGY directly holds a 78.5% limited partner interest in the Issuer, (ii) Mr. Sherman beneficially owns a 14.4% limited partner interest in, and is the chief executive officer and a director of, NRGY, (iii) Inergy GP, LLC is the general partner of
- (2) NRGY, (iv) Inergy Holdings, L.P. owns all of the membership interests in Inergy GP, LLC and (v) Inergy Holdings GP, LLC is the general partner of Inergy Holdings, L.P. Accordingly, Mr. Sherman, Inergy GP, LLC, Inergy Holdings, L.P. and Inergy Holdings GP, LLC may be deemed to be indirect beneficial owners of any securities held by NRGY.

- NRGY will have the right to appoint all of the directors of the general partner of the Issuer through its control of Inergy Midstream Holdings, L.P., which is the sole member of the Issuer's general partner. Mr. Sherman, who currently is the only voting member of Inergy
- (3) Holdings GP, L.P., has the authority to appoint all of the directors of Inergy GP, LLC. Accordingly, Mr. Sherman may be deemed to beneficially own the Common Units owned by NRGY. Mr. Sherman disclaims any such beneficial ownership of these Common Units in excess of his pecuniary interest in those Common Units.

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Remarks:

SeeÂ attachedÂ forÂ ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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