LUBAR SHELDON B

Form 4

February 17, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LUBAR SHELDON B			2. Issuer Name and Ticker or Trading Symbol STAR GAS PARTNERS LP [SGU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, , ,			
700 NORTH V 1200	WATER ST	SUITE	(Month/Day/Year) 02/16/2011	XDirector10% OwnerOfficer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MILWAUKE	E, WI 53202	2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Units	02/16/2011		P	200	A	\$ 5.4	23,644	I	Note (1)	
Common Units	02/16/2011		P	3,000	A	\$ 5.36	26,644	I	Note (1)	
Common Units	02/16/2011		P	900	A	\$ 5.38	27,544	I	Note (1)	
Common Units	02/16/2011		P	5,800	A	\$ 5.37	33,344	I	Note (1)	
Common Units	02/16/2011		P	3,000	A	\$ 5.39	36,344	Ι	Note (1)	

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Common Units	02/16/2011	P	800	A	\$ 5.35	37,144	I	Note (1)
Common Units	02/16/2011	P	546	A	\$ 5.3	37,690	I	Note (1)
Common Units	02/16/2011	P	1,700	A	\$ 5.31	39,390	I	Note (1)
Common Units	02/16/2011	P	300	A	\$ 5.33	39,690	I	Note (1)
Common Units	02/16/2011	P	300	A	\$ 5.32	39,990	I	Note (1)
Common Units	02/16/2011	P	3,700	A	\$ 5.34	43,690	I	Note (1)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	
Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amount	t of	Derivative	
or Exercise		any	Code	of	(Month/Day/	/Year)	Underly	ing	Security	
Price of		(Month/Day/Year)	(Instr. 8) Derivativ	ve .		Securiti	es	(Instr. 5)	
Derivative				Securities	s		(Instr. 3	and 4)		
Security				Acquired	[
				(A) or						
				Disposed	l					
				of (D)						
				(Instr. 3,						
				4, and 5)						
							Δ	mount		
							0			
					Date Exercisable	Expiration Date				
			Code	V (A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction Exercise any Code Price of (Month/Day/Year) (Instr. 8 Security	Conversion or Exercise Price of Derivative Security Conversion (Month/Day/Year) Execution Date, if any Code of (Instr. 8) Derivative Security Execution Date, if any Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code of (Month/Day/Pear) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Expiration Date (Month/Day/Year) Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Securities Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underly Code of (Month/Day/Year) Underly Securities Security Securities (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount (Month/Day/Year) Underly Securities Instr. 3 Date Expiration Date (Date Expiration Date Amount (Month/Day/Year)) Date Expiration Date (Date Expiration	Conversion or Exercise Price of Oberivative Security Execution Date, if any Code of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Securities Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) Amount of (Month/Day/Year) Underlying Securities Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities Securities Figure 1 Amount of (Month/Day/Year) Underlying Securities Securities Figure 2 Amount of (Month/Day/Year) Instr. 3 and 4) Amount of (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Price of Derivative Security Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Amount of Derivative Security (Instr. 5) Code of (Month/Day/Year) Underlying Security (Instr. 5) Clinstr. 3 and 4) Date Expiration Date (Instr. 3, 4, and 5) Amount or Title Number of

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

LUBAR SHELDON B 700 NORTH WATER ST SUITE 1200 X MILWAUKEE, WI 53202

Reporting Owners 2

Signatures

/s/ Sheldon B.

Lubar 02/17/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

These securities are directly owned by Lubar Equity Fund, LLC. The reporting person is a director and officer of Lubar & Co. Incorporated, which is the sole manager of Lubar Equity Fund, LLC, whose owners include the reporting person, members of the

reporting person's family and other legal entities that are associated with or controlled by the reporting person and members of the reporting person's family. Mr. Lubar disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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