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HERITAGE PROPANE PARTNERS L P

Form 8-K

January 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 8, 2004

COMMISSION FILE NO. 1-11727

HERITAGE PROPANE PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

73-1493906
(IRS EMPLOYER IDENTIFICATION NO.)

8801 SOUTH YALE AVENUE, SUITE 310, TULSA, OKLAHOMA 74137
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

(918) 492-7272
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits. See Exhibit Index.

ITEM 9. REGULATION FD DISCLOSURE

In accordance with General Instruction B.2. of Form 8-K, the following information and the exhibits referenced therein is being furnished under Item 9

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of Form 8-K and is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

On January 8, 2004, we announced via press release that we plan to sell 7,000,000 common units in a public offering. We plan to use the net proceeds from the offering to pay a portion of the consideration related to the previously announced business combination with Energy Transfer Company. The closing of the offering is expected to occur immediately prior to the closing of the Energy Transfer transaction. The press release is attached as Exhibit No. 99.1.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERITAGE PROPANE PARTNERS, L.P.
BY: U.S. Propane, L.P., its general partner
BY: U.S. Propane, L.L.C., the general partner
of U.S. Propane, L.P.

Date: January 8, 2004

By: /s/ Michael L. Greenwood

Michael L. Greenwood
Vice President and Chief Financial
Officer and officer duly authorized
to sign on behalf of the registrant

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|--------------------------------------|
| ----- | ----- |
| 99.1 | Press Release dated January 8, 2004. |