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AMERIGAS PARTNERS LP
Form SC 13D/A
December 23, 2002

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 1)*

AmeriGas Partners, L.P.

(Name of Issuer)

Common Units, representing limited partner interests

(Title of Class of Securities)

030975 10 6

(CUSIP Number)

Brendan P. Bovaird
Vice President & General Counsel
UGI Corporation
P.O. Box 858, 460 No. Gulph Road
Valley Forge, PA 19482
(610) 337-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 16, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of (S) (S) 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Page 1 of 16 Pages)

CUSIP No. 030975 10 6

1. Name of Reporting Person

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I.R.S. Identification Number of Reporting Person

UGI Corporation
IRS Employer Identification No. 23-2668356

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Source of Funds

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Commonwealth of Pennsylvania

7. Sole Voting Power
Number of
Common Units 0

Beneficially
Owned by 8. Shared Voting Power
Each
Reporting 24,525,004

Person
With 9. Sole Dispositive Power
0

10. Shared Dispositive Power
24,525,004

11. Aggregate Amount Beneficially Owned by Each Reporting Person

24,525,004

(Page 2 of 16 Pages)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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Person

With 9. Sole Dispositive Power

0

10. Shared Dispositive Power

24,525,004

11. Aggregate Amount Beneficially Owned by Each Reporting Person

24,525,004

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

50.0%

14. Type of Reporting Person

HC

CUSIP No. 030975 10 6

1. Name of Reporting Person

I.R.S. Identification Number of Reporting Person

AmeriGas Propane, Inc.

IRS Employer Identification No. 23-2786294

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

(Page 4 of 16 Pages)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

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6. Citizenship or Place of Organization

Commonwealth of Pennsylvania

	7. Sole Voting Power	
Number of Common Units		0
<hr/>		
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	24,525,004
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power	24,525,004

11. Aggregate Amount Beneficially Owned by Each Reporting Person

24,525,004

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

50.0%

14. Type of Reporting Person

HC

(Page 5 of 16 Pages)

CUSIP No. 030975 10 6

1. Name of Reporting Person
I.R.S. Identification Number of Reporting Person

Petrolane Incorporated
IRS Employer Identification No. 23-2822807

2. Check the Appropriate Box if a Member of a Group

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(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Commonwealth of Pennsylvania

Number of
Common
Units
Beneficially
Owned by
Each
Reporting
Person
With

7. Sole Voting Power

0

8. Shared Voting Power

7,839,911

9. Sole Dispositive Power

0

10. Shared Dispositive Power

7,839,911

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,839,911

(Page 6 of 16 Pages)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

16.0%

14. Type of Reporting Person

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THIS AMENDMENT NO. 1 to Schedule 13D ("Schedule 13D Amendment No. 1") is being filed by the Reporting Persons to report the December 16, 2002 acquisition of 9,891,074 Common Units of AmeriGas Partners, L.P. upon the automatic conversion of 9,891,074 Subordinated Units of AmeriGas Partners, L.P. pursuant to the terms of the Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. (the "Partnership Agreement") and to report other changes to the Schedule 13D filed by the Reporting Persons dated May 28, 1999 (the "Schedule 13D").

ITEM 1. SECURITY AND ISSUER

The information contained in Item 1 of the Schedule 13D is hereby amended as follows:

Common Units, representing limited partner interests
AmeriGas Partners, L.P. (the "Partnership")
460 North Gulph Road, King of Prussia, PA 19406

ITEM 2. IDENTITY AND BACKGROUND

The information contained in Item 2 of the Schedule 13D is hereby amended as follows:

UGI Corporation

UGI Corporation, a Pennsylvania corporation ("UGI"), is a holding company that operates propane distribution, gas and electric utility and energy marketing businesses through subsidiaries. The address of UGI's principal business office is 460 North Gulph Road, King of Prussia, PA 19406.

The following tables provide certain information, as of the date of this Schedule 13D Amendment Number 1, about the directors and executive officers of UGI. The business address of each person listed in the table is that of UGI's principal business office stated in this Item 2.

(Page 7 of 16 Pages)

UGI DIRECTORS

Name	Principal Occupation and Business Address
Stephen D. Ban	Director of the Technology Transfer Division of the Argonne National Laboratory;
Thomas F. Donovan	Director of UGI, UGI Utilities, Inc., AmeriGas Propane, Inc. and Nuclear Electric Insurance Ltd.
Richard C. Gozon	Director of UGI, UGI Utilities, Inc., AmeriGas Propane, Inc., AmeriSource Bergen Corp. and Triumph Group, Inc.
Lon R. Greenberg	Chairman, President and Chief Executive Officer
Ernest E. Jones	President and Chief Executive Officer of

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Philadelphia Workforce Development Corporation

 Anne Pol President and Chief Operating Officer of Trex Enterprises Corporation

James W. Stratton Chairman, Chief Executive Officer and a director of Stratton Management Company

Marvin O. Schlanger Principal in the firm of Cherry Hill Chemical Investments, LLC and Chairman and Chief Executive Officer of Resolution Performance Products

 UGI EXECUTIVE OFFICERS

Name Principal Occupation and Business Address

Eugene V. N. Bissell President and Chief Executive Officer of AmeriGas Propane, Inc.

Brendan B. Bovaird Vice President and General Counsel

Robert J. Chaney President and Chief Executive Officer of UGI Utilities, Inc.

Lon R. Greenberg Chairman, President and Chief Executive Officer

Anthony J. Mendicino Senior Vice President - Finance and Chief Financial Officer

Bradley C. Hall Vice President - New Business Development

During the last five years, neither UGI nor, to the best of UGI's knowledge, any person named in this Item 2 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding as a result of which he or she was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each person named in this Item 2 is a citizen of the United States.

(Page 8 of 16 Pages)

AmeriGas, Inc.

AmeriGas, Inc., a Pennsylvania corporation and wholly-owned subsidiary of UGI ("AI"), is a holding company that operates a propane distribution business through subsidiaries. The address of AI's principal business office is 460 North Gulph Road, King of Prussia, PA 19406.

The following tables provide certain information, as of the date of this Schedule 13D Amendment Number 1, about the directors and executive officers of AI. The business address of each person listed in the table is that of AI's principal business office stated in this Item 2.

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 AI DIRECTORS

Name	Principal Occupation and Business Address
Brendan P. Bovaird	Vice President and General Counsel of UGI and AmeriGas Propane, Inc.
Lon R. Greenberg	Chairman, President and Chief Executive Officer of UGI, Chairman of AmeriGas Propane, Inc.
Anthony J. Mendicino	Vice President - Finance and Chief Financial Officer of UGI, President of AI

 AI EXECUTIVE OFFICERS

Name	Principal Occupation and Business Address
Brendan B. Bovaird	Vice President and General Counsel
R. Paul Grady	Vice President
William D. Katz	Vice President
Robert H. Knauss	Vice President - Law, Associate General Counsel, Secretary
Martha B. Lindsay	Vice President - Finance and Chief Financial Officer
Anthony J. Mendicino	President

During the last five years, neither AI nor, to the best of AI's knowledge, any person named in this Item 2 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding as a result of which he or she was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each person named in this Item 2 is a citizen of the United States.

AmeriGas Propane, Inc.

AmeriGas Propane, Inc., a Pennsylvania corporation, direct wholly-owned subsidiary of AI and indirect wholly-owned subsidiary of UGI ("API"), is the sole general partner of the Partnership. As such, API conducts, directs and manages the activities of the Partnership. The Partnership is the nation's largest retail propane distributor. The address of API's principal business office is 460 North Gulph Road, King of Prussia, PA 19406.

(Page 9 of 16 Pages)

The following tables provide certain information, as of the date of this Schedule 13D Amendment Number 1, about the directors and executive officers of

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API. The business address of each person listed in the table is that of API's principal business office stated in this Item 2.

API DIRECTORS

Name	Principal Occupation and Business Address
Lon R. Greenberg	Chairman, President and Chief Executive Officer of UGI, Chairman of API
Eugene V. N. Bissell	Director, President and Chief Executive Officer of API
Thomas F. Donovan	Director of UGI, UGI Utilities, Inc., AmeriGas Propane, Inc. and Nuclear Electric Insurance Ltd.
Richard C. Gozon	Director of UGI, UGI Utilities, Inc., AmeriGas Propane, Inc., AmeriSource Bergen Corp. and Triumph Group, Inc.
William J. Marrasso	Chief Executive Officer of WHY, Inc.
James W. Stratton	Chairman, Chief Executive Officer and a director of Stratton Management Company Stratton Management Co. Plymouth Meeting Executive Campus 610 W. Germantown Pike, Suite 300 Plymouth Meeting, PA 19462
Steven A. VanDyck	Chairman and Chief Executive Officer of Maritrans, Inc.
Roger B. Vincent	President of Springwell Corporation

API EXECUTIVE OFFICERS

Name	Principal Occupation and Business Address
Eugene V. N. Bissell	Director, President and Chief Executive Officer
Brendan B. Bovaird	Vice President and General Counsel
Richard R. Eynon	Controller and Chief Accounting Officer
R. Paul Grady	Senior Vice President - Operations and Chief Operating Officer
William D. Katz	Vice President - Human Resources
Robert H. Knauss	Vice President - Law, Associate General Counsel and Corporate Secretary
Martha B. Lindsay	Vice President - Finance and Chief Financial Officer
David L. Lugar	Vice President - Supply and Logistics

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Carey M. Monaghan

Vice President - Business Transformation
and Marketing

During the last five years, neither API nor, to the best of API's knowledge, any person named in this Item 2 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding as a result of which he or she was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or

(Page 10 of 16 Pages)

mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each person named in this Item 2 is a citizen of the United States.

Petrolane Incorporated

Petrolane Incorporated, a Pennsylvania corporation, indirect wholly-owned subsidiary of UGI and AI and direct wholly-owned subsidiary of API ("Petrolane"), is a holding company. The address of Petrolane's principal business office is 460 North Gulph Road, King of Prussia, PA 19406.

The following tables provide certain information, as of the date of this Schedule 13D Amendment Number 1, about the directors and executive officers of Petrolane. The business address of each person listed in the table is that of Petrolane's principal business office stated in this Item 2.

PETROLANE DIRECTORS

Name	Principal Occupation and Business Address
Eugene V. N. Bissell	Director, President and Chief Executive Officer of API
Brendan P. Bovaird	Vice President and General Counsel of UGI and API
Martha B. Lindsay	Vice President - Finance and Chief Financial Officer of AI and API

PETROLANE EXECUTIVE OFFICERS

Name	Principal Occupation and Business Address
Eugene V. N. Bissell	President
Brendan B. Bovaird	Vice President and General Counsel
Richard R. Eynon	Controller
Robert H. Knauss	Vice President - Law, Associate General Counsel
Martha B. Lindsay	Vice President - Finance

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During the last five years, neither Petrolane, nor, to the best of Petrolane's knowledge, any person named in this Item 2 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding as a result of which he or she was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each person named in this Item 2 is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATIONS

The information contained in Item 3 of the Schedule 13D is hereby amended as follows:

Pursuant to the terms of the Partnership Agreement and based upon the achievement by the Partnership of certain cash-based and distribution requirements on December 16, 2002, all remaining 9,891,074 Subordinated Units of the Partnership, which represented limited

(Page 11 of 16 Pages)

partnership interests in the Partnership, automatically converted into 9,891,074 Common Units of the Partnership effective November 18, 2002 (the "Conversion"). The Conversion occurred without any action on the part of the holders of the Subordinated Units or any payment of cash or other consideration by any of the Reporting Persons.

ITEM 4. PURPOSE OF THE TRANSACTION

The information contained in Item 4 of the Schedule 13D is hereby amended as follows:

UGI and AI, through their subsidiaries, have been the indirect beneficial owners of a majority ownership interest in the Partnership since the Partnership's formation. API, a wholly-owned subsidiary of AI and an indirect wholly-owned subsidiary of UGI, is the sole general partner of the Partnership. API conducts, directs and manages the activities of the Partnership. API, through its wholly-owned subsidiary Petrolane, which holds its Common Units for investment purposes, is the direct beneficial owner of a majority ownership interest in the Partnership.

Neither UGI, AI, API, Petrolane nor any person named in Item 2 has at this time any plans or proposals with respect to the Partnership that relate to or would result in any of the actions specified in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Subject to availability, price and applicable laws and regulations, UGI, AI, API, Petrolane and their directors and executive officers may purchase or otherwise acquire additional Common Units or other securities of the Partnership or may sell or otherwise dispose of any or all of such securities now owned or hereafter acquired on such terms and at such prices as each of them may from time to time determine.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The information contained in Item 5 of the Schedule 13D is hereby amended as follows:

As of the date of this Schedule 13D Amendment Number 1, UGI, AI and API

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beneficially own 24,525,004 Common Units. Of those Common Units, Petrolane beneficially owns 7,839,911 Common Units. Based on 49,432,358 Common Units outstanding as of November 29, 2002, such beneficial ownership represents, with respect to UGI, AI and API, approximately 50.0% of the outstanding class of Common Units and, with respect to Petrolane, approximately 16% of the outstanding class of Common Units.

UGI, AI and API share the power to vote or to direct the vote and power to dispose of or to direct the disposition of, 24,525,004 Common Units, which are indirectly held by UGI and AI and directly held by API. Of those Common Units, Petrolane shares with UGI, AI, and API the power to direct the vote and power to dispose of or to direct the disposition of, 7,839,911 Common Units.

The following table provides the beneficial ownership of Common Units by the directors and executive officers of UGI, AI, API and Petrolane as of October 31, 2002. None of the persons included in the table beneficially owns more than 1% of the Common Units. Unless specified in the footnotes to the table, each person included in the table has sole power to vote or to direct the vote, and the sole power to dispose of or to direct the disposition of, his or her Common Units.

(Page 12 of 16 Pages)

----- UGI, AI, API, PETROLANE DIRECTORS AND EXECUTIVE OFFICERS -----	
Name	Number of Common Units Beneficially Owned

Stephen D. Ban	0
Eugene V. N. Bissell	12,750 (1)
Brendan B. Bovaird	1,500 (2)
Thomas F. Donovan	1,000
Richard C. Gozon	5,000
Lon R. Greenberg	6,500 (3)
Ernest E. Jones	0
Martha B. Lindsay	5,488 (4)
William J. Marrazzo	0
Anthony J. Mendicino	10,000 (5)
Anne Pol	0
Marvin O. Schlanger	1,000 (7)
James W. Stratton	1,000 (6)
Steven A. VanDyck	1,000
Roger B. Vincent	6,000
Robert J. Chaney	0
Richard R. Eynon	3,375

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R. Paul Grady	15,550
William D. Katz	7,875
Robert H. Knauss	7,875
David L. Lugar	0
Carey M. Monaghan	0

- (1) Mr. Bissell shares voting and dispositive power with his wife.
- (2) Mr. Bovaird shares voting and dispositive power with his wife.
- (3) Mr. Greenberg's adult children hold 4,500 of the Common Units shown
- (4) Ms. Lindsay's holds 400 of the Common Units shown with her children.
- (5) Mr. Mendicino shares voting and dispositive power with his wife.
- (6) Mr. Schlanger's wife has sole voting and dispositive power.
- (7) Mr. Stratton shares voting and dispositive power with his wife.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The information contained in Item 6 of the Schedule 13D is hereby amended as follows:

Under the Partnership Agreement and as a result of the conversion of the remaining 9,891,074 Subordinated Units to 9,891,074 Common Units of the Partnership as described herein, there are no more outstanding Subordinated Units.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit No.	Title
3	Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of September 30, 2000 (incorporated by

(Page 13 of 16 Pages)

reference to the Form 8-K filed by AmeriGas Partners, L.P. on October 13, 2000)

- 4 Joint Filing Agreement pursuant to Exchange Act Rule 13d-1(k) (1)
- 5 Press Release issued December 16, 2002 by UGI

(Page 14 of 16 Pages)

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 23, 2002

UGI CORPORATION

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By: /s/ Margaret M. Calabrese

Name: Margaret M. Calabrese
Title: Assistant Secretary

December 23, 2002

AMERIGAS, INC.

By: /s/ Robert H. Knauss

Name: Robert H. Knauss
Title: Vice President

December 23, 2002

AMERIGAS PROPANE, INC.

By: /s/ Robert H. Knauss

Name: Robert H. Knauss
Title: Vice President

December 23, 2002

PETROLANE INCORPORATED

By: /s/ Robert H. Knauss

Name: Robert H. Knauss
Title: Vice President

(Page 15 of 16 Pages)