

HERITAGE PROPANE PARTNERS L P

Form 8-K

January 28, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 27, 2004**

HERITAGE PROPANE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11727
(Commission File Number)

73-1493906
(IRS Employer
Identification No.)

**8801 South Yale Avenue, Suite 310
Tulsa, Oklahoma 74137**
(Address of principal executive offices) (Zip Code)

(918) 492-7272
(Registrant's telephone number, including area code)

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Item 5. Other Events.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

SIGNATURE

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EX-99.1 Press Release

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Item 5. Other Events.

On January 27, 2004, Heritage Propane Partners, L.P. (the Partnership) issued a press release announcing that Citigroup Global Markets Inc. and Lehman Brothers Inc., joint book-running managing underwriters in the Partnership 's recently completed equity offering, had exercised their over-allotment option and purchased an additional 1,200,000 Common Units. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

See Exhibit Index.

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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.

Date: January 27, 2004

HERITAGE PROPANE PARTNERS, L.P.

By: U.S. Propane, L.P., General Partner

By: U.S. Propane, L.L.C., General Partner

By: /s/ RAY C. DAVIS

Ray C. Davis
Co-Chief Executive Officer and officer duly
authorized to sign on behalf of the registrant

By: /s/ KELCY L. WARREN

Kelcy L. Warren
Co-Chief Executive Officer and officer duly
authorized to sign on behalf of the registrant

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--------------------------------------|
| 99.1 | Press Release dated January 27, 2004 |