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HERITAGE PROPANE PARTNERS L P

Form 8-K

December 15, 2003

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): December 15, 2003

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

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information and the exhibits referenced therein is being furnished under Item 9 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, except that, for purposes of incorporating by reference into our Registration Statement on Form S-4 as filed with the Securities and Exchange Commission (the "Commission") on November 17, 1997 (Registration No. 333-40407) and our Registration Statement on Form S-3 as filed with the Commission on December 15, 2003 (Registration No. 333-107324, 333-107324-01, 333-107324-02, 333-107324-03, 333-107324-04), such information and exhibits are being filed.

On December 17, 2003, the Registrant will hold a conference call to discuss the previously announced transaction to combine its retail propane operations with the natural gas midstream operations of Energy Transfer Company. The transaction is expected to close during the second quarter of fiscal 2004 and will be funded with new debt facilities and the issuance by the Partnership of a combination of Common, Class D, and Special Units. The transaction is subject to customary closing conditions, including obtaining requisite financing. The press release announcing the aforementioned conference call is attached as Exhibit No. 99.1. The slide presentation used in connection with this conference call is attached as Exhibit No. 99.2.

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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: 12/15/03

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 December 15, 2003 |
| 99.2 | Slide Presentation used in connection with our conference call discussing our proposed acquisition of Energy Transfer Company |