

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**

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**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**

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**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

EXHIBIT INDEX

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

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

By: /s/ KELCY L. WARREN

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

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EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 27, 2004