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	73-1493906
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(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 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.

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

EXHIBIT 99.1

(HERITAGE PROPANE PARTNERS, L.P. LOGO)

PRESS RELEASE

HERITAGE PROPANE PARTNERS, L.P. ANNOUNCES CONFERENCE CALL TO DISCUSS THE ENERGY TRANSFER COMPANY TRANSACTION

TULSA, OKLAHOMA - DECEMBER 15, 2003 - Heritage Propane Partners, L.P. (NYSE:HPG) announced that it will be hosting 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 ending February 29, 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 Partnership has scheduled a conference call for 10:30am Central Standard Time, Wednesday, December 17, 2003, to discuss the Energy Transfer transaction. The dial-in number is 888-428-4470; participant code Heritage Propane. A supporting slide presentation to be discussed during the scheduled conference call can be found with this press release on the Partnership's website at www.heritagepropane.com.

Heritage is the fourth largest retail marketer of propane in the United States, serving more than 650,000 customers from nearly 300 customer service locations in 29 states. Operations extend from coast to coast, with concentrations in the western, upper midwestern, northeastern, and southeastern regions of the United States.

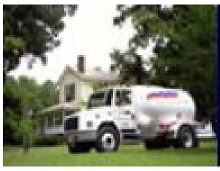
This press release may include certain statements concerning expectations for the future that are forward-looking statements. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in the Partnership's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

For information, please contact Michael L. Greenwood, Vice President and Chief Financial Officer, at 918-492-7272.

Heritage Propane
Serving America With Pride

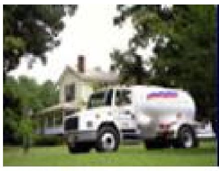
Energy Transfer Transaction Overview

December 15, 2003



Forward Looking Statements

This presentation may contain statements about future events and Heritage's outlook and expectations, which are forward-looking statements. Any statement in this presentation that is not a historical fact may be deemed to be a forward-looking statement. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside Heritage's control, and which could cause Heritage's actual results, performance or achievements to be materially different. While Heritage believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. These risks and uncertainties are discussed in more detail in Heritage's filings with the Securities and Exchange Commission, copies of which are available to the public. Heritage expressly disclaims any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events, or otherwise.



Management Participants

Heritage Propane

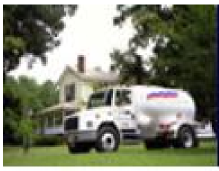
ENERGY TRANSFER

H. Michael Krimbill
President and Chief Executive Officer

Michael L. Greenwood
Vice President and Chief Financial Officer

Ray C. Davis
Co-Chief Executive Officer and Co-Chairman

Kelcy L. Warren
Co-Chief Executive Officer and Co-Chairman

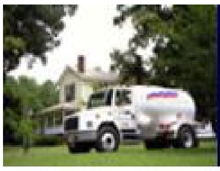


Heritage Overview

Heritage has become the fourth largest retail propane marketer in the United States through acquisitions and internal growth

- Major multi-state retail propane marketer serving more than 650,000 customers from nearly 300 customer service locations in 29 states
- Operations extend from coast to coast, with concentrations in the western, upper midwestern, northeastern, and southeastern regions of the United States
- Record fiscal 2003 operating and financial performance
  - Retail Gallons Sold of 376 million gallons
  - EBITDA, as adjusted, of $111 million [(a)]
- Retail sales mix consists of nearly 60% residential customers
- Approximately 90% of customer tanks are company-owned
- Workforce of approximately 2,400 employees
- Headquarters in Tulsa, Oklahoma

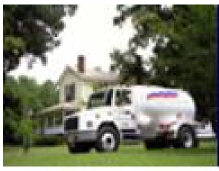
(a) EBITDA, as adjusted, is presented for fiscal year 2003 and is defined as earnings before interest, taxes, depreciation and amortization, adjusted for other non-cash items. EBITDA, as adjusted, is not a measure of performance calculated in accordance with generally accepted accounting principles, or GAAP. For a complete discussion of EBITDA, as adjusted, Heritage's use of this non-GAAP financial measure, and a reconciliation to the most comparable GAAP financial measure, please refer to Heritage's Annual Report on Form 10-K for the year ended August 31, 2003 and other documents filed with the SEC.



Energy Transfer Overview

Energy Transfer owns or has an interest in 3,850 miles of natural gas pipeline systems, three natural gas processing plants connected to its gathering systems, and seven natural gas treating facilities

- Energy Transfer's operations consist of the Southeast Texas Pipeline System, Elk City System, and Oasis Pipe Line
  - Southeast Texas Pipeline System ("SETPS") is a 2,500 mile integrated system in the Gulf Coast area of Texas connected to the Katy Hub near Houston; includes the La Grange processing plant
    - La Grange processing plant integration with Oasis provides bypass flexibility reducing commodity price exposure
  - Elk City System is a 315 mile gathering system located in western Oklahoma
    - Elk City processing plant also has option to not process natural gas
  - Oasis Pipe Line is a 583 mile Texas intrastate natural gas pipeline connecting Waha Hub in west Texas to Katy Hub
- Energy Transfer's assets provide marketing flexibility through access to numerous natural gas markets and customers
- Recently announced East Texas expansion with the construction of the Bossier Pipeline
  - Achieves Energy Transfer's strategy of enhancing utilization of existing assets, expanding into new markets, and increasing gross margins attributable to fee-based businesses



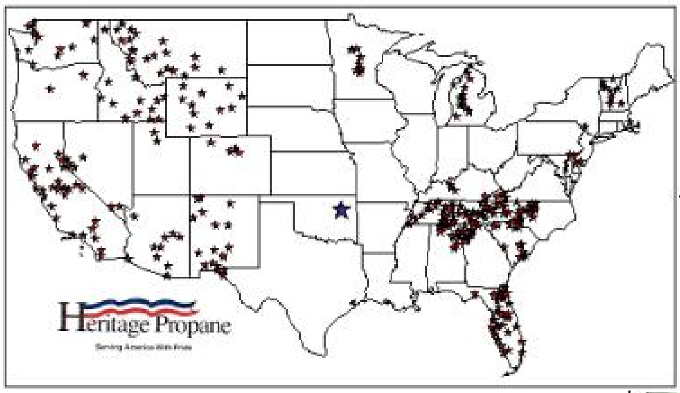
Energy Transfer Transaction Strategic Rationale

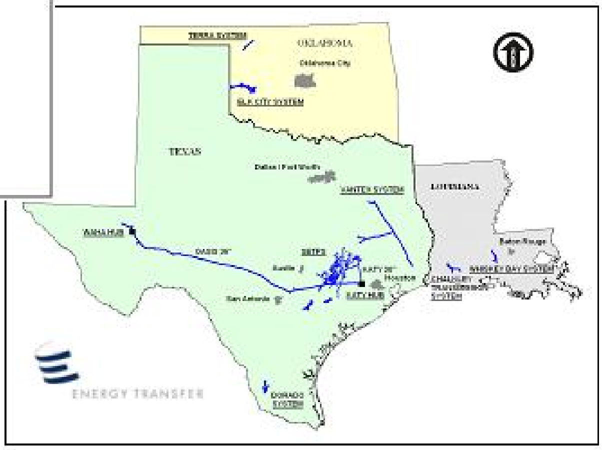
The combination of Heritage and Energy Transfer creates the first true natural gas/propane partnership available to the MLP equity markets

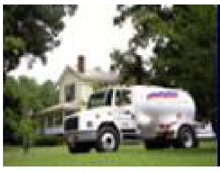
- Creates a diversified MLP by adding natural gas midstream operations to Heritage's retail propane services
- Expands organic growth opportunities
- Reduces volatility of the combined operations, enhancing the stability of the combined entity's cash flows
- Counters seasonality of winter propane business with steady, year-round natural gas demand
- Combines strong management teams with history of success in growing both propane and natural gas midstream businesses

Operating Areas

Heritage and Energy Transfer will pursue independent operating and growth strategies for each of the midstream and propane businesses. The focus of the Partnership will be on increasing the amount of cash available for distribution on each unit.



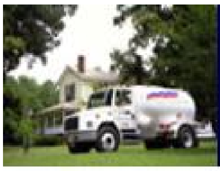




Energy Transfer Transaction Overview

On November 7, 2003, Heritage and Energy Transfer announced a transaction in which Energy Transfer will contribute its assets to Heritage in exchange for cash and limited partner units and will purchase the general partner of Heritage

- Heritage has entered into an agreement to combine with Energy Transfer in a transaction valued at approximately $987 million
  - Energy Transfer will receive $862 million for its assets contributed to Heritage, comprised of:
    - Approximately $300 million in cash, subject to adjustments
    - Repayment of outstanding indebtedness
    - Assumption of accounts payable and other liabilities
    - Issuance of a combination of Common Units and Class D Units
  - In exchange for the Bossier Pipeline project, Energy Transfer will receive $125 million of Special Units that will qualify for distributions once the pipeline becomes commercially operational (expected mid-2004)
- Heritage will also purchase Heritage Holdings, which owns 4.4 million Common Units, from the owners of Heritage's current general partner
- In addition, Energy Transfer will acquire Heritage's general partner, U.S. Propane, from its current owners



Sources and Uses of Funds

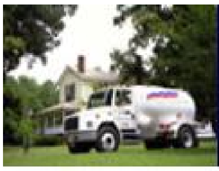
The combination of the Heritage secondary offering and units to be issued directly to Energy Transfer results in 70% of the transaction cost being funded by equity

Sources	$ millions
Heritage common unit offering	$ 265.0
Units to be issued to Energy Transfer (a)	530.5
Note payable to acquire Heritage Holdings	50.0
Borrowings under new Energy Transfer credit facility	275.0
Total Sources	$ 1,120.5
Uses	
Cash payable to Energy Transfer (b) (c)	$ 92.3
Units issued to Energy Transfer (a)	530.5
Energy Transfer debt + accrued interest to be retired (b) (c)	227.0
Energy Transfer accounts payable + other liabilities to be assumed (b) (c)	137.2
Energy Transfer Transaction Consideration	987.0
Heritage Holdings acquisition	100.0
Transaction costs	23.0
Cash on the balance sheet	10.5
Total Uses	$ 1,120.5

(a) Based on Heritage common unit price of $33.40 – average closing price for the 45 days prior to signing of Energy Transfer transaction documents.

(b) Determined as of August 31, 2003.

(c) Cash payable to Energy Transfer, Energy Transfer debt to be retired, and Energy Transfer other liabilities to be assumed will equal $456.5 million in the aggregate.



Pro Forma Unit Ownership

Based on the secondary offering assumptions, the following limited partner units will be regarded as outstanding for per unit calculations

Pro Forma Limited Partner Units

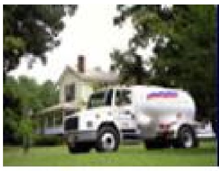
	L.P. Units Outstanding	Percent of Total
Common Units Outstanding [(a)]	13,797,231	42.0%
Heritage Secondary Offering [(b)]	6,883,117	21.0%
Common Units to Energy Transfer [(c)]	4,094,798	12.5%
Class D Units to Energy Transfer [(c)]	8,045,921	24.5%
Total Limited Partner Units Outstanding [(d)]	32,821,067	100.0%

(a) Includes 196,118 Common Units that vest with change of control.

(b) Assumes $265 million secondary equity offering at $38.50 per Common Unit.

(c) Final allocation of Common Units and Class D units determined at closing, totaling 12,140,719 total units.

(d) Does not include Class C units relating to litigation proceeds, Class E units (the 4,426,916 Common Units owned by Heritage Holdings), or Special Units associated with Bossier Pipeline. Of the Class C, Class E, and Special Units, only the Class E units will receive quarterly distributions as of closing, which will be an intercompany payment as they are regarded as treasury units for accounting purposes.



Pro Forma Financial Impact

The combination of Heritage and Energy Transfer will greatly increase the financial and operating scale of the Partnership from historical levels

	Annualized FY2004e[a] ($ millions)
Net Income	$ 103.5
Depreciation and Amortization	62.0
Interest Expense	49.5
Income Taxes	5.0
EBITDA [b]	$ 220.0

(a) Assumes transaction closing as of September 1, 2003; annualized estimate based on pro forma combined statement of operations for the year ended August 31, 2003 adjusted for full year impact of operational improvements and cost savings (see assumptions on following page); does not include incremental impact of pending Bossier Pipeline project.

(b) EBITDA is defined as earnings before interest, taxes, depreciation and amortization. EBITDA is not a measure of performance calculated in accordance with generally accepted accounting principles, or GAAP, and should not be considered in isolation or as a substitute for net income, income from operations or cash flow as reflected in a consolidated financial statement prepared in accordance with GAAP. Management uses EBITDA as a measure of performance of our business operations and believes that it is widely used by our investors, industry analysts, lenders and credit rating agencies to assess the financial performance and operating results of our fundamental business activities. The projected EBITDA presented here is reconciled to the net income projected for the same fiscal period, since net income is the most directly comparable GAAP financial measure to EBITDA.

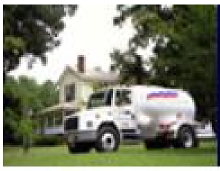
Pro Forma Financial Impact (cont.)

With the completion of various operational improvements during the year and potential cost savings associated with the combination of Heritage and Energy Transfer, several adjustments are required to the August 31, 2003 pro forma results to reflect the anticipated financial impact of the transaction

Annualized FY2004e Assumptions

- The financial projections are based on the Heritage and Energy Transfer unaudited pro forma combined statement of operations for the year ended August 31, 2003[a], and are adjusted for the following:
  - Interest expense adjusted to reflect expected terms of new Energy Transfer credit facilities; depreciation and amortization adjusted for new capital expenditures; and income taxes adjusted for anticipated tax benefits.
  - Prentiss treater – Energy Transfer relocated an idle treating plant in September 2003 to take advantage of additional natural gas volumes resulting in increased fee-based revenues.
  - Katy Pipeline extension – Energy Transfer completed a project in October 2003 that allows its Katy and Oasis pipelines to minimize compression fuel and will allow for the shutdown of a treating plant resulting in operating and maintenance savings.
  - Reduced plant inlet compressors – Energy Transfer converted in October 2003 an existing turbine into a plant inlet compression unit which allowed the eventual shutdown of field compressors resulting in significant operating and maintenance savings.
  - Expense reductions – Energy Transfer incurred charges for the closing of its Houston office, management fees to its General Partner, and incentive compensation that will not be incurred by Heritage in the future.
- The financial projections are also based on the assumption that there will be no material and adverse changes to the businesses of Heritage or Energy Transfer from unanticipated events, such as a deterioration in general economic conditions, unusually warm weather, unexpected production declines in Energy Transfer's areas of operations, unexpected interruptions to Energy Transfer's pipeline or its processing facilities or similar factors from that experienced during the year ended August 31, 2003.

(a) As previously filed with the Securities and Exchange Commission in Heritage's Form S-3 registration statement.



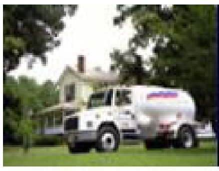
Pro Forma Financial Impact (cont.)

The combination of Heritage and Energy Transfer is expected to provide significant unitholder benefits

- Establish diversified, growth-oriented MLP focused on increasing distributions per limited partner unit
- Provide strong distribution coverage
- Enhance potential for distribution increases
  - The Energy Transfer transaction along with other recently completed propane acquisitions are expected to increase cash available for distributions sufficiently to enable management to recommend to its board of directors a $0.05, or 7.5%, increase in the quarterly distribution to $0.70 per limited partner unit ($2.80 annually)

	Annualized FY2004e[(a)] ($ millions)
EBITDA	$ 220.0
Less: Interest Expense	49.5
Less: Maintenance Capex	25.5
Less: Income Taxes	5.0
Total Distributable Cash Flow	$ 140.0
Distributions @ $2.60 per unit	90.0
Available Cash Surplus	$ 50.0
Distribution Coverage	1.6x
Outstanding Debt ($mm)	$ 725.0
Debt/EBITDA Coverage	3.3x
EBITDA/Interest Coverage	4.4x

(a) Assumes transaction closing as of September 1, 2003; annualized estimate based on pro forma combined statement of operations for the year ended August 31, 2003 adjusted for full year impact of operational improvements and cost savings; does not include incremental impact of pending Bossier Pipeline project.



Pro Forma Unit Ownership

The post transaction ownership will provide Heritage with one of the highest management and affiliates ownership positions in the MLP peer group