

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MILLS RC</u>  (Last) (First) (Middle) <u>5000 SAWGRASS VILLAGE</u> <u>STE 4</u>  (Street) <u>PONTE VEDRA FL 32082</u> <u>BEACH</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERITAGE PROPANE PARTNERS L P [ HPG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Exec. Vice President &amp; COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Unit	08/10/2003	08/10/2003	A		13,333 <sup>(1)</sup>	A	\$30.54	332,342	D	
Common Unit								9,000	I	See Footnote <sup>(2)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Award under long-term incentive compensation plan.  
2. The Common Units are held by Lois V. Mills (wife), over which Mr. Mills disclaims beneficial ownership.

By: Robert A. Burk, Attorney-in-fact 08/12/2003

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

(ATTORNEY-IN-FACT TO  
EXECUTE FORM 4 FILINGS)

KNOW ALL MEN BY THESE PRESENTS:

THAT the undersigned individual, as an Officer or Manager of U.S. Propane, L.L.C., the general partner of U.S. Propane, L.P., the General Partner of Heritage Propane Partners, L.P., a Delaware limited partnership, is required pursuant to the provisions of Section 16 of the Securities Exchange Act of 1934 (the "Act") to make certain reports to the Securities and Exchange Commission, including the filing of reports on Form 4, and does hereby make, constitute and appoint Lawrence T. Chambers, Jr. and Robert A. Burk, or either of them, as his true and lawful attorney, for him, and in his name, place and stead, to sign, on his behalf, such Form 4 reports, giving and granting to said attorney full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the premises, as fully, to all intents and purposes, as he might or could do, hereby ratifying and confirming all that his attorney shall lawfully do, or cause to be done, by virtue hereof.

The power of attorney granted herein shall expire on the earlier of the date on which the undersigned individual ceases to be subject to the reporting requirements of Section 16 of the Act or until revoked.

IN WITNESS WHEREOF, the undersigned has subscribed his name hereto this 23rd day of September, 2002.

s/ R.C. Mills  
Name: R.C. Mills  
(Please print or type)

STATE OF FLORIDA        )  
                              ) ss.  
COUNTY OF ST. JOHNS    )

Before me, the undersigned, a Notary Public in and for said County and State, on this 23rd day of September, 2002, personally appeared R.C. Mills to me known to be the identical person who subscribed his name to the foregoing Power of Attorney, and he acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

V.F. Windland  
Notary Public  
DD109986  
Commission Number

My Commission Expires:

July 12, 2006

[Notarial Seal]