

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

HERITAGE PROPANE PARTNERS, L.P.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of incorporation or organization)

73-1493906  
I.R.S. Employer Identification No.)

8801 SOUTH YALE AVE.  
SUITE 310  
TULSA, OKLAHOMA  
(address of principal executive offices)

74137  
(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS TO BE SO REGISTERED:	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED:
Common Units representing limited partner interests	New York Stock Exchange

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None  
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(Title of Class)

-1-

2

Item 1. Description of Registrant's Securities to be Registered

A description of the common units representing limited partner interests in Heritage Propane Partners, L.P. (the "Registrant") to be registered hereunder is set forth under the captions "Prospectus Summary," "Cash Distribution Policy," "Description of the Common Units," "The Partnership Agreement" and "Tax Considerations" in the prospectus included in the Registrant's Registration Statement on Form S-1 (No. 333-4018), as filed with the Securities and Exchange Commission on April 25, 1996 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

Item 2. Exhibits

The following exhibits to this Registration Statement on Form 8-A are either filed herewith or are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

1. Registrant's Registration Statement on Form S-1 (No. 333-4018), as filed with the Securities and Exchange Commission on April 25, 1996 (the "Registration Statement").

2. Certificate of Limited Partnership of the Registrant which is included as Exhibit 3.3 to the Registration Statement.
3. Amended and Restated Agreement of Limited Partnership of the Registrant, which is included as Appendix A to the prospectus included in the Registration Statement on Form S-1.
4. Form of Certificate Evidencing Common Units, which is included as Exhibit A to Appendix A to the prospectus included in the Registration Statement on Form S-1.

## SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 13, 1996

HERITAGE PROPANE PARTNERS, L.P.

By: Heritage Holdings, Inc.  
its General Partner

By: /s/ James E. Bertelsmeyer

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Name: James E. Bertelsmeyer

Title: Chairman and C.E.O.