

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>LAGRANGE ENERGY LP</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/20/2004	3. Issuer Name and Ticker or Trading Symbol <u>HERITAGE PROPANE PARTNERS L P [HPG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) 2838 WOODSIDE			
(Street) DALLAS TX 75204			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	4,419,177	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class D Units	(1)	(1)	Common Units	7,721,542	(3)	D
Special Units	(2)	(2)	Common Units	3,742,515	(3)	D

Explanation of Responses:

- The Class D Units will become convertible into Common Units in the event that approval for such conversion is obtained from the Issuer's unitholders, which approval is required to be sought promptly. The Class D Units have no expiration.
- The Special Units will become convertible into Common Units in the event certain conditions are satisfied regarding the Bossier Pipeline, as further described in the Issuer's public filings, and approval for such conversion is obtained from the Issuer's unitholders. The Special Units could terminate if such conditions are not satisfied by December 1, 2004.
- 1-for-1

Remarks:

The reporting person also wholly-owns the general partner of, as well as all the limited partnership interests in, U.S. Propane, L.P., a Delaware limited partnership, which is the general partner (with a 2% general partnership interest) of the Issuer.

LA GRANGE ENERGY, L.P.,
By: LE GP, LLC, its general
partner, By: /s/ Ray C. Davis, 01/22/2004
Ray C. Davis, Co-Chief
Executive Officer

** 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 5 (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.