

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **February 23, 2004**

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.

On February 23, 2004, Heritage Propane Partners, L.P. (the “Partnership”) issued a press release announcing that it was changing its name to “Energy Transfer Partners, L.P.” and its ticker symbol to “ETP”, effective March 1, 2004. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are filed with this report:

Exhibit 99.1 Copy of the Partnership’s press release dated February 23, 2004.

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., General Partner

By: U.S. Propane, L.L.C., General Partner

Date: February 23, 2004

By: /s/ RAY C. DAVIS

Ray C. Davis

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

By: /s/ KELCY L. WARREN

Kelcy L. Warren

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



PRESS RELEASE

**HERITAGE PROPANE PARTNERS, L.P. CHANGES NAME
TO ENERGY TRANSFER PARTNERS, L.P.**

Tulsa, Oklahoma — February 23, 2004— Heritage Propane Partners, L.P. (NYSE:HPG) (the “Partnership”) announced today that effective March 1, 2004, the Partnership will change its name to Energy Transfer Partners, L.P. In addition, the Partnership’s common units will begin trading on the New York Stock Exchange under the ticker symbol “ETP” on that date.

“The change in the Partnership’s name is a natural extension of having recently combined the Partnership’s operations with Energy Transfer’s natural gas midstream operations,” said H. Michael Krimbill, President. “Our new name is synonymous with the wide-range of energy related operations in which the Partnership is engaged. Energy Transfer Partners reflects our focus on operations that aggregate and distribute a variety of energy products, including natural gas and propane, to wholesale and retail customers throughout the United States.”

Heritage Propane Partners, L.P. is a publicly traded partnership owning and operating a diversified portfolio of energy assets. The Partnership’s natural gas operations include approximately 4,500 miles of natural gas gathering and transportation pipelines with an aggregate throughput capacity of 2.5 billion cubic feet of natural gas per day, with natural gas treating and processing assets located in Texas, Oklahoma, and Louisiana. The Partnership is the fourth largest retail marketer of propane in the United States, serving more than 650,000 customers from over 300 customer service locations in 31 states, extending from coast to coast, with concentration 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.

The information contained in this press release is available on the Partnership’s website at www.heritagepropane.com. For more information, please contact Michael L. Greenwood, Vice President — Finance, at 918-492-7272.