

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): DECEMBER 9, 2003

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

Delaware	1-11727	73-1493906
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. 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 5. Other Events:

A copy of the press release issued by the Registrant on December 4, 2003, is attached hereto as Exhibit 99.1 and incorporated by reference.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits

Exhibit No. 99.1 - Press Release dated December 4, 2003

SIGNATURES

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, thereunto duly authorized.

DATED: December 9, 2003.

HERITAGE PROPANE PARTNERS, L.P.

By: U.S. Propane, L.P.
(General Partner)

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

By: /s/ Michael L. Greenwood

Michael L. Greenwood
Vice President and Chief
Financial Officer

INDEX TO EXHIBITS

The exhibits listed on the following Exhibit Index are filed as part of this Report. Exhibits required by Item 601 of Regulation S-K, but which are not listed below, are not applicable.

Exhibit Number -----	Description -----
99.1	Press Release dated December 4, 2003

(HERITAGE PROPANE LOGO)

PRESS RELEASE

HERITAGE PROPANE PARTNERS, L.P.
ANNOUNCES RECEIPT OF CONSENTS FOR
TRANSACTION WITH ENERGY TRANSFER

TULSA, OKLAHOMA - DECEMBER 4, 2003 - Heritage Propane Partners, L.P. (NYSE:HPG) announced today that it has received the consents and approvals that were required to be obtained before completing the previously announced transactions with Energy Transfer Company. The contemplated transactions are still subject to other conditions, including obtaining the requisite financing for the transaction.

H. Michael Krimbill, President and CEO of Heritage stated, "The lenders under our existing credit agreements have agreed to amendments that allow Heritage to proceed with its combination with Energy Transfer. In addition, we had previously filed premerger notification under the Hart-Scott-Rodino Antitrust Improvements Act and have received notice that the Federal Trade Commission has granted early termination of the waiting period." The series of transactions are expected to close within the next 60 days.

About Heritage

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.

About Energy Transfer

Energy Transfer Company is a privately owned natural gas company based in Dallas, TX. The Energy Transfer system includes 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 and natural gas treating and processing assets located in Texas, Oklahoma and Louisiana.

This press release includes 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 Heritage's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. Heritage 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 information, please contact Michael L. Greenwood, Vice President and Chief Financial Officer, at 918-492-7272.