FORM 10-Q

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended May 31, 1996

OF

|\_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from \_\_\_\_\_ to \_\_\_\_

Commission file number 1-11727

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

Delaware (State or other jurisdiction of incorporation or organization) 73-1493906 (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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes /x/No

As of August 9, 1996, there were 4,339,977 common units representing limited partner interests of Heritage Propane Partners, L.P. outstanding.

## **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.

HERITAGE PROPANE PARTNERS, L.P.

By: Heritage Holdings, Inc.,

General Partner

Date: December 6, 1996 By: /s/ H. Michael Krimbill

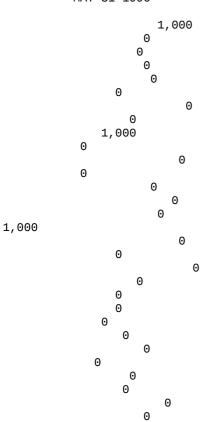
\_\_\_\_\_

H. Michael Krimbill (Chief Accounting Officer and officer duly authorized to sign on behalf of the registrant)

This schedule contains summary financial information extracted from Heritage Propane Partners, L.P. Balance Sheet dated May 31, 1996 (unaudited).

9-MOS AUG-31-1996

MAY-31-1996



0 0