

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| <u>KRIMBILL H MICHAEL</u> | | | <u>HERITAGE PROPANE PARTNERS L P</u> [<u>HPG</u>] | | <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | |
| <u>8801 S. YALE AVENUE</u> | | | <u>01/20/2004</u> | | | |
| <u>SUITE 310</u> | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| <u>TULSA OK 74137</u> | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Units | 01/20/2004 | | A | | 26,667 ⁽¹⁾ | A | \$38.67 | 353,059 | D | |
| Common Units | | | | | | | | 2,000 | I | See Footnote ⁽²⁾ |
| Common Units | | | | | | | | 1,500 | I | See Footnote ⁽³⁾ |
| Common Units | | | | | | | | 2,000 | I | See Footnote ⁽⁴⁾ |
| Common Units | | | | | | | | 2,000 | I | See Footnote ⁽⁵⁾ |
| Common Units | | | | | | | | 2,000 | I | See Footnote ⁽⁶⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Award under long-term incentive compensation plan.
2. Held by Laurie Bowen Krimbill (wife) as Custodian for Travis James Krimbill (son) under Uniform Gifts to Minors.
3. Held by Laurie Bowen Krimbill (wife) as Custodian for David Alexander Krimbill (son) under Uniform Gifts to Minors.
4. Held by Laurie Bowen Krimbill (wife) as Custodian for Tanya Marie Krimbill (daughter) under Uniform Gifts to Minors.
5. Held by Laurie Bowen Krimbill (wife) as Custodian for Michael Ryan Krimbill (son) under Uniform Gifts to Minors.
6. Held by Laurie Bowen Krimbill (wife) as Custodian for Jennifer Lauren Krimbill (daughter) under Uniform Gifts to Minors.

Lawrence T. Chambers, Jr.,
Attorney-in-Fact 01/21/2004

** 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 4 (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.