

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>AGL ENERGY CORP</u>			2. Issuer Name and Ticker or Trading Symbol <u>HERITAGE PROPANE PARTNERS L P [ HPG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See footnote 4</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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		S		4,426,916 <sup>(1)</sup>	D	\$0 <sup>(2)</sup>	180,026 <sup>(3)</sup>	I	See footnotes <sup>(3)(4)(5)(6)(7)(8)(9)</sup>

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			

1. Name and Address of Reporting Person* <u>AGL ENERGY CORP</u>		
(Last)	(First)	(Middle)
(Street)		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>AGL PROPANE SERVICES INC</u>		
(Last)	(First)	(Middle)
(Street)		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>UNITED CITIES PROPANE GAS INC</u>		
(Last)	(First)	(Middle)
(Street)		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>TECO PROPANE VENTURES LLC</u>		
(Last)	(First)	(Middle)

(Street)		
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">PIEDMONT PROPANE CO</a>		
<hr/>		
(Last)	(First)	(Middle)
<hr/>		
(Street)		
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">AGL RESOURCES INC</a>		
<hr/>		
(Last)	(First)	(Middle)
<hr/>		
(Street)		
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">ATMOS ENERGY CORP</a>		
<hr/>		
(Last)	(First)	(Middle)
<hr/>		
(Street)		
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">TECO ENERGY INC</a>		
<hr/>		
(Last)	(First)	(Middle)
<hr/>		
(Street)		
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">PIEDMONT NATURAL GAS CO INC</a>		
<hr/>		
(Last)	(First)	(Middle)
<a href="#">P.O. BOX 33068</a>		
<hr/>		
(Street)		
<a href="#">CHARLOTTE</a>	<a href="#">NC</a>	<a href="#">28233</a>
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. These units are held by Heritage Holdings, Inc., an indirect subsidiary of the Reporting Persons until the stock of such subsidiary was sold on January 20, 2004. These units are reported directly by Heritage Holdings, Inc.
2. On January 20, 2004, the Reporting Persons sold 100% of the stock of Heritage Holdings, Inc., the holder of the reported securities, for an aggregate purchase price of \$100 million.
3. These units were previously owned indirectly through, and were reported by, U.S. Propane, L.P., whose general partner is U.S. Propane, L.L.C. In connection with the sale of the Reporting Persons' interests in each of the aforementioned entities on January 20, 2004, these units were distributed to an affiliate of the Reporting Persons, whose ownership is in the same proportion as the Reporting Persons' ownership in U.S. Propane, L.P. Following the sale of their interest in U.S. Propane, L.P., the Reporting Persons or their affiliate are no longer subject to reporting requirements.
4. All Reporting Persons were former members of U.S. Propane, L.P. or U.S. Propane, L.L.C. and their parent companies.
5. AGL Resources, Inc., AGL Energy Corporation and AGL Propane Services, Inc. disclaim beneficial ownership of the common units reported, other than their 22.36% pecuniary interest in such units or the former subsidiary holding such units.
6. Atmos Energy Corporation and United Cities Propane Gas, Inc. disclaim beneficial ownership of the common units reported, other than their 18.97% pecuniary interest in such units or the former subsidiary holding such units.
7. TECO Energy, Inc. and TECO Propane Ventures, LLC disclaim beneficial ownership of the common units reported, other than their 37.98% pecuniary interest in such units or the former subsidiary holding such units.
8. Piedmont Natural Gas Company, Inc. and Piedmont Propane Company disclaim beneficial ownership of the common units reported, other than their 20.69% pecuniary interest in such units of the former subsidiary holding such units.
9. This report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such units for purposes of Section 16 or for any other purpose.

/s/ Robert A. Burk, by Power  
of Attorney

01/22/2004

\*\* 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.

