

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>LE GP LLC</u><br><br>(Last) (First) (Middle)<br><u>2838 WOODSIDE</u><br><br>(Street)<br><u>DALLAS TX 75204</u><br><br>(City) (State) (Zip)     | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>01/20/2004</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>HERITAGE PROPANE PARTNERS L P [ HPG ]</u>   |
| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |  | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Common Units</u>             | <u>4,419,177</u>                                      | <u>I</u>   | <u>See footnote<sup>(1)</sup></u>                     |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| <u>Class D Units</u>                       | <u>(2)</u>   | <u>(2)</u>      | <u>Common Units</u>   | <u>7,721,542</u>           | <u>(4)</u>   | <u>I</u>   | <u>See footnote<sup>(1)</sup></u>                     |
| <u>Special Units</u>                       | <u>(3)</u>   | <u>(3)</u>      | <u>Common Units</u>   | <u>3,742,515</u>           | <u>(4)</u>   | <u>I</u>   | <u>See footnote<sup>(1)</sup></u>                     |

Explanation of Responses:

1. All Common Units, Class D Units, and Special Units are owned indirectly through La Grange Energy, L.P., whose general partner is the reporting person. La Grange Energy, L.P. wholly-owns the general partner of, as well as all the limited partnership interests in, U.S. Propane, L.P., a Delaware limited partnership, which is the general partner (with a 2% general partnership interest) of the Issuer.
2. The Class D Units will become convertible into Common Units in the event that approval for such conversion is obtained from the Issuer's unitholders, which approval is required to be sought promptly. The Class D Units have no expiration.
3. The Special Units will become convertible into Common Units in the event certain conditions are satisfied regarding the Bossier Pipeline, as further described in the Issuer's public filings, and approval for such conversion is obtained from the Issuer's unitholders. The Special Units could terminate if such conditions are not satisfied by December 1, 2004.
4. 1-for-1

Remarks:

The reporting person also is the general partner of La Grange Energy, L.P., which wholly-owns the general partner of, as well as all the limited partnership interests in, U.S. Propane, L.P., a Delaware limited partnership, which is the general partner (with a 2% general partnership interest) of the Issuer.

LE GP, LLC, By: /s/ Ray C. Davis, Ray C. Davis, Co-Chief Executive Officer  
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 5 (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.