



ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 23, 2009, Star Gas Partners, L.P., a Delaware partnership (the "Partnership"), issued a press release declaring its quarterly distribution on all units for the fiscal first quarter ending December 31, 2008. A copy of the press release is furnished within this report as Exhibit 99.1.

The information in this report is being furnished, and is not deemed as "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference in any filings under the Securities Act of 1933, as amended, unless specifically stated so therein.

ITEM 7.01 REGULATION FD DISCLOSURE

Exhibit 99.1 A copy of the Star Gas Partners, L.P. Press Release dated January 23, 2009.

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 hereunto duly authorized.

STAR GAS PARTNERS, L.P.

By: Kestrel Heat, LLC (General Partner)

By: /s/ Richard F. Ambury

Name Richard F. Ambury

Title: Chief Financial Officer

Principal Financial Officer

Date: January 23, 2009