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HERITAGE PROPANE PARTNERS L P

Form 8-K

December 19, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 17, 2003

COMMISSION FILE NO. 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  
(IRS 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)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits. See Exhibit Index.

ITEM 9. REGULATION FD DISCLOSURE

In accordance with General Instruction B.2. of Form 8-K, the following information and the exhibits referenced therein is being furnished under Item 9 of Form 8-K and is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

On December 17, 2003, we held a conference call to discuss the previously announced transaction to combine our retail propane operations with the natural gas midstream operations of Energy Transfer Company. The transcript of this conference call is attached as Exhibit No. 99.1.

-2-

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERITAGE PROPANE PARTNERS, L.P.  
BY: U.S. Propane, L.P., its general partner  
BY: U.S. Propane, L.L.C., the general partner  
of U.S. Propane, L.P.

Date: December 18, 2003  
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By: /s/ MICHAEL L. GREENWOOD  
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Michael L. Greenwood  
Vice President and Chief Financial  
Officer and officer duly authorized  
to sign on behalf of the registrant

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Transcript of Conference Call on December 17, 2003.