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HERITAGE PROPANE PARTNERS L P  
Form 8-K  
July 12, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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): July 12, 2002

HERITAGE PROPANE PARTNERS, L.P.  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	1-11727 (Commission File Number)	73-1493906 (IRS Employer Identification No.)
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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)

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ITEM 5. OTHER EVENTS.

We are filing the consolidated financial statements of U.S. Propane, L.P. and subsidiaries as of August 31, 2001, which is included herein as Exhibit 99.1 to this Form 8-K. U.S. Propane, L.P. is the general partner of Heritage Propane Partners, L.P.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial information and financial statements.

The following consolidated financial statements of U.S. Propane, L.P. and subsidiaries as of August 31, 2001 are filed herewith as Exhibit 99.1 and incorporated by reference herein.

Report of Independent Public Accountants  
Consolidated Balance Sheet

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Consolidated Statement of Operations  
Consolidated Statement of Comprehensive Income  
Consolidated Statement of Partner's Capital  
Consolidated Statement of Cash Flows  
Notes to Consolidated Financial Statements

(b) Pro forma information.

None

(c) Exhibits.

99.1 Consolidated Financial Statements of U.S. Propane, L.P. and subsidiaries as of August 31, 2001.

SIGNATURE

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.

HERITAGE PROPANE PARTNERS, L.P.  
By: U.S. Propane, L.P., its general partner  
By: U.S. Propane, L.L.C., its general partner

Date: July 12, 2002

By: /s/ H. Michael Krimbill

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H. Michael Krimbill  
(President, Chief Executive Officer  
and officer duly authorized to sign  
on behalf of the registrant)

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EXHIBIT INDEX

NUMBER	EXHIBIT
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99.1	Consolidated Financial Statements of U.S. Propane, L.P. and subsidiaries as of August 31, 2001.

