

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): APRIL 14, 2003

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

Delaware	1-11727	73-1493906
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. 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 AND EXHIBITS.

(c) Exhibits.

Exhibit No.	Description
Exhibit 99.1	Press Release issued by the registrant dated April 14, 2003.

ITEM 9. REGULATION FD DISCLOSURE.

On April 14, 2003, Heritage Propane Partners, L.P. issued a press release announcing its financial results for the second quarter and six months ended February 28, 2003. A copy of this press release is being furnished as an exhibit to this report on Form 8-K. The information contained in this report on Form 8-K is being furnished to the U.S. Securities and Exchange Commission (the "Commission") to report information pursuant to Item 12. - Results of Operations and Financial Conditions in accordance with the interim guidance provided by the Commission in Release No. 33-8216.

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.

DATED: April 14, 2003.

HERITAGE PROPANE PARTNERS, L.P.

By: U.S. Propane, L.P.
(General Partner)

By: U.S. Propane, L.L.C.
(General Partner)

By: /s/ Michael L. Greenwood

Michael L. Greenwood
Vice President and Chief Financial Officer

INDEX TO EXHIBITS

The exhibits listed on the following Exhibit Index are furnished as part of this Report. Exhibits required by Item 601 of Regulation S-K, but which are not listed below, are not applicable.

Exhibit Number	Description
99.1	Press Release issued by the registrant dated April 14, 2003.

(HERITAGE LOGO)

PRESS RELEASE

HERITAGE PROPANE PARTNERS, L.P.
REPORTS RECORD SECOND QUARTER RESULTS

TULSA, OKLAHOMA - APRIL 14, 2003 - Heritage Propane Partners, L.P. (NYSE:HPG) today reported record earnings before interest, taxes, depreciation and amortization (EBITDA) of \$73.0 million for the second quarter of fiscal 2003 ended February 28, 2003, a 45% increase from the \$50.2 million EBITDA for the second quarter of fiscal 2002. Net income for the fiscal 2003 second quarter improved to a record \$49.4 million, or \$3.01 per limited partner unit, a 64% increase from the \$30.1 million, or \$1.89 per limited partner unit, recorded for the second quarter of fiscal 2002.

The Partnership also established a new volume record for the three months ended February 28, 2003 with retail gallons sold of 166.6 million gallons, which represents an increase of 32.1 million gallons over the 134.5 million gallons sold during the three months ended February 28, 2002. Total revenues and gross profit for the second quarter of fiscal 2003 also achieved second quarter records for the Partnership.

"During the second quarter of fiscal 2003, the Partnership continued on its record pace for fiscal 2003 by achieving consecutive quarterly records in volumes, revenues, gross profit, and EBITDA," said H. Michael Krimbill, President and CEO. "Our ability to establish these new performance records has been remarkable. Although parts of the country experienced a colder than normal winter during 2003, the average temperatures for the areas in which Heritage operates across the United States has been 3% warmer than normal. We continue to benefit from the cost savings improvements that were instituted last year, internal growth through our marketing programs, and acquisitions that are accretive to the Partnership. With our strong financial results so far in fiscal 2003 and the completion of the V-1 Propane acquisition in January 2003, we are anticipating a very successful year."

EBITDA for the first six months of fiscal 2003 achieved a record level of \$93.8 million, representing a \$29.9 million, or 47% increase over the EBITDA of \$63.9 million reported for the six months ended February 28, 2002. Record net income for the six months ended February 28, 2003 was \$50.5 million, or \$3.10 per limited partner unit, a \$25.1 million increase over the net income of \$25.4 million, or \$1.57 per limited partner unit, for the first six months of fiscal 2002. For the first six months of fiscal 2003, retail volumes were also at a record level of 243.3 million gallons sold, a 34.1 million gallons increase from the 209.2 million gallons sold during the six months ended February 28, 2002.

EBITDA represents a meaningful non-GAAP financial measure used by investors and lenders to evaluate the Partnership's performance. EBITDA should not be considered as an alternative to income from operations, net income, or other measures of cash flow. A table reconciling EBITDA with appropriate GAAP financial measures is included in the notes to the consolidated financial statements included in this release.

Heritage is the fourth largest retail marketer of propane in the United States, serving more than 650,000 customers from nearly 300 customer service locations in 29 states. Operations extend from coast to coast, with concentrations in the western, upper midwestern, northeastern, and southeastern regions of the United States.

This press release may include certain statements concerning expectations for the future that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in the Partnership's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

The Partnership has scheduled a conference call for 10:00am Central Daylight Time, Tuesday, April 15, 2003, to discuss the fiscal 2003 second quarter results. The dial-in number is 800-553-0349; participant code Heritage Propane.

The information contained in this press release is available on the Partnership's website at www.heritagepropane.com. For more information, please contact Michael L. Greenwood, Vice President and Chief Financial Officer, at 918-492-7272.

administrative
 4,656 3,158
 7,848 6,109 -

 Total costs
 and expenses
 267,028
 190,497
 429,954
 348,730 -----

OPERATING
 INCOME 62,016
 39,138 72,573
 43,008 OTHER
 INCOME
 (EXPENSE):
 Interest
 expense
 (9,317)
 (9,503)
 (18,613)
 (18,719)
 Equity in
 earnings of
 affiliates
 970 1,040
 1,183 1,169
 Gain on
 disposal of
 assets 88 248
 155 715 Other
 (2,268) (94)
 (2,546) (192)

INCOME BEFORE
 MINORITY
 INTERESTS AND
 INCOME TAXES
 51,489 30,829
 52,752 25,981
 Minority
 interests
 (817) (699)
 (940) (630) -

INCOME BEFORE
 TAXES 50,672
 30,130 51,812
 25,351 Income
 taxes 1,285 -
 - 1,285 -- --

NET INCOME
 49,387 30,130
 50,527 25,351
 GENERAL
 PARTNER'S
 INTEREST IN
 NET INCOME
 719 518 948
 686 -----

--- LIMITED

PARTNERS'
INTEREST IN
NET INCOME \$
48,668 \$
29,612 \$
49,579 \$
24,665

=====
=====
=====
=====

BASIC NET
INCOME PER
LIMITED
PARTNER UNIT
\$ 3.01 \$ 1.89
\$ 3.10 \$ 1.57

=====
=====
=====
=====

BASIC AVERAGE
NUMBER OF
UNITS
OUTSTANDING
16,165,602
15,689,376
15,990,010
15,666,854

=====
=====
=====
=====

Three Months
Six Months
Ended
February 28,
Ended
February 28,

- 2003 2002
2003 2002 --

SUPPLEMENTAL
INFORMATION:

Operating
income \$
62,016 \$
39,138 \$
72,573 \$
43,008

Depreciation
and
amortization
9,447 9,606
18,713

18,664 Non-
cash

compensation
expense 675
487 1,356

974 Equity
in earnings
of investee
before

depreciation,
amortization,
and interest
1,188 1,193
1,639 1,471

Less :
Minority
interest of
MP Energy
Partnership
(339) (183)
(456) (217)

(a) EBITDA \$
72,987 \$
50,241 \$
93,825 \$
63,900

Capital
expenditures:

Maintenance
\$ 3,847 \$
3,697 \$
11,394 \$

8,847 Growth
\$ 22,578 \$

10,010 \$
26,286 \$
21,996
Retail

gallons sold

166,622

134,458

243,343

209,248

- (a) EBITDA is defined as earnings before interest, taxes, depreciation and amortization (including the EBITDA of investees, but does not include the EBITDA of the minority interest of MP Energy Partnership or any non-cash compensation expense). EBITDA should not be considered as an alternative to net income, cash flow, or any other financial performance measure presented in accordance with generally accepted accounting principles but provides additional information for evaluating the Partnership's operating results or its ability to make quarterly distributions. Management believes that EBITDA is a meaningful non-GAAP financial measure used by investors and lenders to evaluate the Partnership's operating performance, cash generation, and ability to service debt, as certain of the Partnership's debt covenants include EBITDA as a performance measure. The presentation of EBITDA for the periods described herein is calculated in the same manner as presented by the Partnership in the past, and is intended to allow investors to compare performance with prior periods. The Partnership also believes that EBITDA is sometimes useful to compare the operating results of other companies within the propane industry due to the fact that such information is commonly utilized and eliminates the effects of certain financing and accounting decisions. The Partnership's calculation of EBITDA, however, may differ from similarly titled items reported by other companies.

HERITAGE PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)
(unaudited)

February 28,
August 31,
2003 2002 --

ASSETS

CURRENT

ASSETS: Cash
and cash
equivalents

\$ 8,734 \$
4,596

Marketable
securities

2,550 2,559

Accounts
receivable,
net of
allowance
for doubtful
accounts

93,506
30,898

Inventories

29,047
48,187

Assets from
liquids
marketing

596 2,301

Prepaid
expenses and
other

5,030
6,846 -----

Total
current
assets

139,463
95,387

PROPERTY,
PLANT AND
EQUIPMENT,
net

430,913

400,044

INVESTMENT
IN

AFFILIATES

9,041 7,858

GOODWILL,
net of
amortization
prior to

adoption of
SFAS No. 142

156,682

155,735

INTANGIBLES
AND OTHER

ASSETS, net

55,233

58,240 -----

Total assets

\$ 791,332 \$
717,264

=====

=====

LIABILITIES

AND

PARTNERS'
 CAPITAL
 CURRENT
 LIABILITIES:
 Working
 capital
 facility \$
 19,300 \$
 30,200
 Accounts
 payable
 62,777
 40,929
 Accounts
 payable to
 related
 companies
 6,162 5,002
 Accrued and
 other
 current
 liabilities
 20,354
 23,962
 Liabilities
 from liquids
 marketing
 584 1,818
 Current
 maturities
 of long-term
 debt 22,485
 20,158 -----

Total
 current
 liabilities
 131,662
 122,069
 LONG-TERM
 DEBT, less
 current
 maturities
 434,769
 420,021
 MINORITY
 INTERESTS
 4,169 3,564

Total
 liabilities
 570,600
 545,654 -----

COMMITMENTS
 AND
 CONTINGENCIES

PARTNERS'
 CAPITAL:
 Common
 Unitholders
 (16,367,803
 and
 15,815,847
 units issued
 and
 outstanding
 at February
 28, 2003 and
 August 31,
 2002,
 respectively)
 219,446
 173,677
 Class C
 Unitholders
 (1,000,000
 units issued

and
outstanding
at February
28, 2003 and
August 31,
2002) -- --
General
Partner
2,041 1,585
Accumulated
other
comprehensive
loss (755)
(3,652) ----

Total
partners'
capital
220,732
171,610 ----

Total
liabilities
and
partners'
capital \$
791,332 \$
717,264
=====