

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 EARLIEST EVENT REPORTED: DECEMBER 10, 2002

DATE OF REPORT: DECEMBER 11, 2002

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

Delaware  
(State or other jurisdiction  
of incorporation or organization)

1-11727  
(Commission file number)

73-1493906  
(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 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On December 10, 2002 Heritage Propane Partners, L.P. announced that it had entered into a definitive agreement to acquire the retail propane assets of V-1 Oil Co. of Idaho Falls, Idaho, as described in the Press Release dated December 10, 2002, attached as an Exhibit to this Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of businesses acquired.

Not applicable.

(b) Proforma Financial Information.

Not applicable.

(c) Exhibits.

The following is filed herewith:

Exhibit No. 99-1 - Press Release dated December 10, 2002

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: December 11, 2002.

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  
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Michael L. Greenwood  
Vice President and Chief  
Financial Officer

INDEX TO EXHIBITS

The exhibits listed on the following Exhibit Index are filed 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 dated December 10, 2002

[HERITAGE PROPANE LOGO]

## PRESS RELEASE

TULSA, OKLAHOMA

DECEMBER 10, 2002

HERITAGE PROPANE PARTNERS, L.P. (NYSE:HPG) is pleased to announce the signing of a definitive agreement to acquire the propane assets of V-1 Oil Company of Idaho Falls, ID. With annual propane sales volume of approximately 30 million gallons, V-1 is the 20th largest retail propane company in the U.S.

Samuel H. Bennion started the company that would eventually be known as V-1 in 1939 and entered the propane business in 1959 when he became interested in propane as a motor fuel. The retail propane line of business eventually became the primary focus of V-1, which currently operates from 35 district locations in seven northwestern states.

Under the terms of the agreement, Heritage will acquire the working capital assets and certain of the propane property, plant and equipment assets for cash. The remaining assets will be contributed to Heritage in exchange for common units. The transaction is expected to close in early 2003.

"Heritage is extremely pleased to have the opportunity to expand our market presence in the Northwest and achieve a greater geographic balance through this transaction with V-1," said H. Michael Krimbill, President and CEO of Heritage Propane Partners, L.P. "We are also pleased with the confidence shown by the V-1 shareholders in Heritage through their acceptance of common units as a significant portion of the acquisition consideration."

Heritage is the fourth largest retail marketer of propane in the United States, serving more than 600,000 customers from over 275 customer service locations in 28 states. Operations extend from coast to coast, with concentrations in the western, upper midwestern, northeastern, and southeastern regions of the United States.