

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>TAAP LP</u> (Last) (First) (Middle) <u>10 PEACHTREE PLACE NE</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30309</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HERITAGE PROPANE PARTNERS L P [HPG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/22/2004</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>See footnote 1</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	---	---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units ⁽¹⁾⁽²⁾	01/20/2004		S		4,426,916 ⁽³⁾	D	\$0 ⁽⁴⁾	180,028 ⁽⁵⁾	I	See footnotes 3, 5

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

1. Name and Address of Reporting Person* <u>TAAP LP</u> (Last) (First) (Middle) <u>10 PEACHTREE PLACE NE</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30309</u> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>TAAP GP LLC</u> (Last) (First) (Middle) <u>10 PEACHTREE PLACE NE</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30309</u> (City) (State) (Zip)
--	--

Explanation of Responses:

1. Prior to the series of transactions occurring on January 20, 2004, the Reporting Person would have been a 10% owner.
2. The Reporting Person is the general partner of TAAP LP, which prior to the series of transactions occurring on January 20, 2004 , would have been a 10% owner.
3. These units were previously owned indirectly through, and reported by, Heritage Holdings, Inc., a subsidiary of the Reporting Persons until the stock of such subsidiary was sold on January 20, 2004.
4. On January 20, 2004, the Reporting Persons sold 100% of the stock of Heritage Holdings, Inc., the holder of the reported securities, for an aggregate purchase price of \$100 million.
5. These units were previously owned, and were reported by, U.S. Propane, L.P., whose general partner is U.S. Propane, L.L.C. In connection with the sale of the interests in each of these aforementioned entities on January 20, 2004, these units were distributed to TAAP LP, whose general partner is TAAP GP LLC. The Reporting Persons are no longer subject to reporting requirements.

Remarks:

/s/ Robert A. Burk, by Power
of Attorney

01/30/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.