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HERITAGE PROPANE PARTNERS L P
Form 10-K/A
July 19, 2002

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

FORM 10-K/A
SECOND AMENDMENT

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED AUGUST 31, 2001

OR

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

For the Transition Period from _____ to _____

COMMISSION FILE NUMBER 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
(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)

Securities registered pursuant to Section 12(b) of the Act:

Title of class -----	Name of each exchange on which registered -----
Common Units	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value as of November 5, 2001, of the registrant's common units held by nonaffiliates of the registrant, based on the reported closing

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price of such units on the New York Stock Exchange on such date, was approximately \$254,792,338

At November 5, 2001, the registrant had units outstanding as follows:

Heritage Propane Partners, L.P	14,262,066	Common Units
	1,382,514	Class B Subordinated Units

Documents Incorporated by Reference: None

EXPLANATORY NOTE

This Form 10-K/A constitutes Amendment No. 2 to the Registrant's Annual Report on Form 10-K for the year ended August 31, 2001, and is being filed solely for the purpose of correcting the inadvertent inclusion of the Registrant's former director, Ware F. Schiefer, and omission of the Registrant's current director, Kevin M. O'Hara, as a director signing Amendment No. 1, filed as Form 10-K/A on July 12, 2002. No other information included in Amendment No. 1 is amended by this amendment.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HERITAGE PROPANE PARTNERS, L.P.

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

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

By: /s/ H. Michael Krimbill

H. Michael Krimbill
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date ----
/s/ H. Michael Krimbill	President and Chief	July 12,

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----- H. Mitchell Krimbill	Executive Officer and Director (Principal Executive Officer)	
/s/ James E. Bertelsmeyer ----- James E. Bertelsmeyer	Chairman of the Board and Director	July 12,
/s/ Michael L. Greenwood ----- Michael L. Greenwood	Vice President and Chief Financial Officer and Principal Financial and Accounting Officer)	July 12,
/s/ Bill W. Byrne ----- Bill W. Byrne	Director	July 12,
/s/ J. Charles Sawyer ----- J. Charles Sawyer	Director	July 12,
/s/ Stephen L. Cropper ----- Stephen L. Cropper	Director	July 12,
/s/ J. Patrick Reddy ----- J. Patrick Reddy	Director	July 12,
/s/ Royston K. Eustace ----- Royston K. Eustace	Director	July 12,
/s/William N. Cantrell ----- William N. Cantrell	Director	July 12,
/s/ Kevin M. O'Hara ----- Kevin M. O'Hara	Director	July 12,

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Signature -----	Title -----	Date -----
/s/ David J. Dzuricky ----- David J. Dzuricky	Director	July 12,
/s/ Clayton H. Preble ----- Clayton H. Preble	Director	July 12,
/s/ J.D. Woodward ----- J.D. Woodward	Director	July 12,

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/s/Richard T. O'Brien

Director

July 12,

Richard T. O'Brien

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