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) May 3, 2005

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

Delaware (State or other jurisdiction of incorporation)	**001-14129** (Commission File Number)	**06-1437793** (IRS Employer Identification No.)

2187 Atlantic Street, Stamford, CT (Address of principal executive offices)	**06902** (Zip Code)

Registrant's telephone number, including area code (203) 328-7300

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of a Material Definitive Agreement

(a) Effective as of May 3, 2005, the employment of Mr. Ami Trauber, as Executive Vice President and Chief Financial Officer of the Partnership, was terminated. Mr. Trauber was employed pursuant to an employment agreement dated as of October 15, 2001. The agreement was terminable at will at any time upon 90 days' prior written notice. The agreement provided for an annual base salary of $360,000. In addition, Mr. Trauber could earn a bonus of up to 40% of the base salary for services rendered based upon certain performance criteria. Mr. Trauber was also granted 50,000 senior subordinated unit appreciation rights with the strike price (as adjusted) of $20.95 per unit which had the following vesting schedule: 25% upon grant and 25% per year on each of the three anniversary dates thereafter. The Partnership is in discussions with Mr. Trauber concerning the terms of his termination.

(b) Effective as of May 3, 2005, the employment of Mr. David Shinnebarger, as Chief Marketing Officer of the Partnership, was terminated. Mr. Shinnebarger was employed pursuant to an employment agreement dated as of October 17, 2003, by and between, the Partnership. The agreement had an initial term of three years unless earlier terminated in accordance with its terms. The agreement permitted the Partnership to terminate the agreement at any time upon 90 days' prior written notice. The agreement provided for an initial annual base salary of $325,000. In addition, Mr. Shinnebarger could earn a bonus of up to 100% of the base salary for services rendered based upon certain performance criteria. The annual base salary was subject to increase in years 2 and 3 in accordance with normal salary adjustments made to the Partnership's other senior executives. The potential bonus increased to 150% of the base salary in the second year of employment and 200% of the base salary in the third year of employment. A portion of any bonus was payable in cash and a portion was payable in common units. Mr. Shinnebarger was also granted 4,500 common unit appreciation rights with the strike price of $22 per unit which had the following vesting schedule: 25% upon grant and 25% per year on each of the three anniversary dates thereafter. The employment agreement provided for six months salary as termination pay if Mr. Shinnebarger's employment was terminated without cause or by Mr. Shinnebarger for good reason. In connection with the termination of this agreement, Mr. Shinnebarger will receive a payment of $243,750, representing salary in lieu of the 90 days' notice plus the six months severance. In addition, the Partnership will continue Mr. Shinnebarger's healthcare coverage for nine months.

Item 5.02 Departure of Directors or Principal Officers, Election of Directors; Appointment of Principal Officers

(a) Effective as of May 3, 2005, Richard Ambury, currently the Vice President and Treasurer of the Partnership was named Chief Financial Officer of the Partnership. Mr. Ambury replaces Mr. Ami Trauber who has served as Executive Vice President and Chief Financial Officer since 2001.

Information required by Item 401(b), (d) and (e) of Regulation S-K is incorporated herein by reference to the Partnership's Annual Report on Form 10-K for the fiscal year ended September 30, 2004, Part III, Item 10, "Directors and Executive Officers of the General Partner." Information required by Item 404(a) of Regulation S-K is incorporated herein by reference to Item 1.01(a) of this Form 8-K.

(b) Effective as of May 3, 2005, Mr. David Shinnebarger was terminated as Executive Vice President and Chief Marketing Officer of the Partnership in connection with the elimination of this position.

Item 9.01(c) Exhibits

99.1 Press Release dated May 3, 2005.

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.

STAR GAS PARTNERS, L.P.
By: Star Gas LLC (General Partner)

By: /s/ Richard Ambury

Name: Richard Ambury
Title: Chief Financial Officer

Date: May 9, 2005

Exhibit 99.1

NEWS ANNOUNCEMENT

CONTACT:
Star Gas Partners
Investor Relations
203/328-7310

Robert L. Rinderman, Purdy Tran
Jaffoni & Collins Incorporated
212/835-8500 or SGU@jcir.com

FOR IMMEDIATE RELEASE

STAR GAS PARTNERS ANNOUNCES ADDITIONAL MANAGEMENT CHANGES

- *Vice President of Finance and Treasurer Richard Ambury Appointed to Chief Financial Officer* -

Stamford, CT, May 3, 2005 — Star Gas Partners, L.P. (the "Partnership" or "Star") (NYSE: SGU, SGH), a home energy distributor and services provider specializing in heating oil, today announced that Richard F. Ambury, Star's Vice President of Finance and Treasurer, has been promoted to the position of Chief Financial Officer, effective immediately.

Mr. Ambury replaces Ami Trauber, who has served as CFO since 2001. The Partnership also announced the elimination of the Chief Marketing Officer position, formerly held by David Shinnebarger. The changes are a continuation of Star's realignment of its senior management team and cost-cutting efforts following the sale of the propane division in December 2004 and the appointments in March of Joe Cavanaugh to Chief Executive Officer and Dan Donovan to President and Chief Operating Officer.

Commenting on the recent management changes, Star's CEO Joe Cavanaugh stated, "In our effort to configure the best possible management team for Star, we are pleased to promote Rich to CFO. He brings a wealth of financial and capital markets expertise, as well as years of industry experience to the position. We want to wish Ami and David well in their future endeavors."

Mr. Ambury has served as Vice President and Treasurer of Star since March 1999. From 1996 through 2001, he was Vice President of Star's propane segment. Mr. Ambury was employed by Petro from 1983 through 1996, where he served in various accounting/finance capacities. From 1979 to 1983, he was employed by a predecessor firm of KPMG, a public accounting firm. Mr. Ambury has been a Certified Public Accountant since 1981. Star Gas Partners, L.P. is the nation's largest retail distributor of home heating oil. Additional information is available at www.star-gas.com.

- more -

This news release includes “forward-looking statements” which represent the Partnership’s expectations or beliefs concerning future events that involve risks and uncertainties, including those associated with the effect of weather conditions on the Partnership’s financial performance, the price and supply of home heating oil, the consumption patterns of the Partnership’s customers, the Partnership’s ability to obtain satisfactory gross profit margins, the ability of the Partnership to obtain new accounts and retain existing accounts, the impact of the business process redesign project at the heating oil segment and the ability of the Partnership to address issues related to such project. All statements other than statements of historical facts included in this Report including, without limitation, the statements under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere herein, are forward-looking statements. Although the Partnership believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the Partnership’s expectations (“Cautionary Statements”) are disclosed in this Report and in the Partnership’s Annual Report on Form 10-K for the year ended September 30, 2004 including without limitation and in conjunction with the forward-looking statements included in this Report. All subsequent written and oral forward-looking statements attributable to the Partnership or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements.

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