

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OR SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Star Gas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

06-1437793

(State of Incorporation or
organization)

(IRS Employer Identification No.)

2187 Atlantic Street, Stamford, Ct

06902

(Address of principal executive offices)

(Zip Code)

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Units representing
limited partner interest

New York Stock Exchange Inc.

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

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

The Registrant hereby incorporates by reference the description of the Common Units representing limited partner interests appearing under the captions "DESCRIPTION OF COMMON UNITS," "CASH DISTRIBUTION POLICY," "THE PARTNERSHIP AGREEMENT" and "TAX CONSIDERATIONS" in the Prospectus included in the Registrant's Registration Statement on Form S-1, (File No. 333-40855), including any Prospectus filed in accordance with Rule 424 under the Securities Act of 1933.

Item 2. Exhibits.

All exhibits required by Instruction II to Item 2 will be supplied to the New York Stock Exchange.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

STAR GAS PARTNERS, L.P.
(Registrant)

By: Star Gas Corporation

(General Partner)

/s/ Joseph P. Cavanaugh

By:

Joseph P. Cavanaugh

Dated: May 15, 1998