

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) March 15, 2004

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware	33-98490	06-1437793
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
2187 Atlantic Street, Stamford, CT		06902
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code	(203) 328-7300	-----

Not Applicable

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(Former name or former address, if changed since last report.)

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Exhibit 99.1 A copy of the Star Gas Partners, L.P. Press Release dated March 15, 2004

ITEM 9. REGULATION FD DISCLOSURE

On March 15, 2004, Star Gas Partners, L.P., a Delaware partnership (the "Partnership"), issued a press release announcing it had reached an agreement to sell the stock and business of Total Gas & Electric ("TG&E") in an all-cash transaction to a private party. A copy of the Partnership's press release has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report shall not be treated as "filed" for purposes of the Securities Exchange Act of 1934, as amended.

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.

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

By: /s/ James Bottiglieri

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Name: James Bottiglieri  
Title: Vice President  
Date: March 15, 2004

Star Gas Partners, L.P. Announces Sale of Total Gas & Electric

STAMFORD, Conn.--(BUSINESS WIRE)--March 15, 2004--Star Gas Partners, L.P. (the "Partnership" or "Star") (NYSE: SGU, SGH), a diversified home energy distributor and services provider specializing in heating oil and propane, announced today that it has reached agreement to sell the stock and business of Total Gas & Electric ("TG&E") in an all-cash transaction to a private party. Execution of the agreement will be effective as of the end of Star's fiscal second quarter, March 31, 2004; the Partnership does not anticipate recording a significant gain or loss in relation to this matter. Additional terms were not disclosed. Star was advised by CENATAR Advisory Group and BOVARO Partners on this transaction.

Star Gas Partners is the nation's largest retail distributor of home heating oil and the nation's seventh largest retail propane distributor. Additional information is available at [www.star-gas.com](http://www.star-gas.com).

This news announcement contains certain forward-looking information that is subject to certain risks and uncertainties as indicated from time to time in the Partnership's 10-K, 10-Q, 8-K and other filings with the Securities and Exchange Commission. Included risks and uncertainties are the effects of the weather on the Partnership's financial results, competitive and propane and heating oil pricing pressures and other factors impacting the propane, home heating oil, natural gas and electricity distribution industries.

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