
**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) January 7, 2004

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

33-98490
(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) 328-7310

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

Item 5. Other Events.

The purpose of this Form 8-K is to file the balance sheets of Star Gas LLC, a Delaware limited liability company and the sole general partner of the Partnership, as set forth in Item 7 hereof.

Item 7. Financial Statements and Exhibits.

- (c) Audited balance sheets of Star Gas LLC as of September 30, 2002 and 2003

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Audited balance sheets of Star Gas LLC as of September 30, 2002 and 2003.
99.2	Consent of Independent Auditors

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

Name: James Bottiglieri
Title: Vice President
Date: January 7, 2004

STAR GAS LLC
Balance Sheets
(In thousands)

	September 30,	
	2002	2003
Assets		
Negative Investment in Partnerships	\$ (220)	\$ (648)
Total Assets	\$ (220)	\$ (648)
Liabilities and Shareholders' Equity (Deficit)		
Shareholders' Equity (Deficit):		
Membership interests	\$ —	\$ —
Additional paid-in capital	1,581	1,581
Deficit	(1,689)	(2,061)
Accumulated other comprehensive income (loss):		
Pension plan obligations	(162)	(163)
Derivative instruments	50	(5)
	(112)	(168)
Shareholders' Equity (Deficit)	(220)	(648)
Total liabilities and Shareholders' Equity (Deficit)	\$ (220)	\$ (648)

See accompanying note to balance sheets.

(1)

STAR GAS LLC

NOTE TO BALANCE SHEETS

Star Gas LLC is the General Partner of Star Gas Partners, L.P. ("the Partnership") and Star Gas Propane, L.P. The LLC owns an approximate .99% interest in Star Gas Partners, L.P., and a 0.1% interest in Star Gas Propane, L.P. which is 99.9% owned by the Partnership.

The Partnership is a diversified home energy distributor and services provider, specializing in the distribution of home heating oil, propane gas, natural gas and electricity. Star Gas Propane, L.P., ("Star Gas Propane"), a wholly owned subsidiary of the Partnership, markets and distributes propane gas and related products to approximately 345,000 customers in the Midwest, Northeast, Florida, and Georgia. Petro Holdings, Inc. ("Petro"), an indirect wholly owned subsidiary of Star Gas Propane, is the nation's largest distributor of home heating oil and serves approximately 535,000 customers in the Northeast and Mid-Atlantic. Total Gas and Electric ("TG&E"), an indirect wholly owned subsidiary of Petro, is an energy reseller that markets natural gas and electricity to residential households in deregulated energy markets in New York, New Jersey, Florida and Maryland, and serves over 64,000 residential customers. The Partnership includes the office of the Chief Executive Officer and in addition has the responsibility for maintaining investor relations and investor reporting for the Partnership.

The General Partner conducts, directs and manages all activities of the Partnership and is reimbursed on a monthly basis for all direct and indirect expenses it incurs on their behalf including the cost of employee wages. The Partnership agreement places significant restrictions on the General Partner's authority to make Partnership affecting decisions such as possessing or assigning specific partnership property, admitting a new partner, committing an act that would not allow the ongoing ordinary business of the Partnership, or transferring of interest as General Partner. Additionally, the Partnership agreement allows for the removal of the General Partner by a 2/3 vote of the common unit holders of the Partnership.

Star Gas LLC was established as the General Partner effective March 26, 1999, when the three shareholders of Star Gas LLC contributed their outstanding shares of Petro common stock for all of the membership interests in Star Gas LLC. Star Gas LLC contributed those shares to the Partnership in exchange for 325,729 general partner units, valued at approximately \$1,581,000. The retained deficit of Star Gas LLC reflects its share of the results of operations of the Partnership from March 26, 1999 through September 30, 2003.

INDEPENDENT AUDITORS' REPORT

The Management and Owners of
Star Gas LLC:

We have audited the accompanying balance sheets of Star Gas LLC (the "Company") as of September 30, 2002 and 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United State of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the balance sheets are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the balance sheets. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation. We believe that our audits of the balance sheets provide a reasonable basis for our opinion.

In our opinion, the balance sheets referred to above present fairly, in all material respects, the financial position of Star Gas LLC as of September 30, 2002 and 2003, in conformity with accounting principles generally accepted in the United States of America.

/S/ KPMG LLP

Stamford, Connecticut
December 4, 2003

Consent of Independent Auditors

The Partners of
Star Gas Partners, L.P.:

We consent to incorporation by reference in the registration statements No. 333-100976 on Form S-3, Nos. 333-49751 and 333-103873 on Form S-4 and Nos. 333-40138, 333-46714 and 333-53716 on Form S-8 of Star Gas Partners, L.P. of our report dated December 4, 2003, relating to the balance sheets of Star Gas LLC as of September 30, 2002 and 2003, which reports appear in this Form 8-K of Star Gas Partners, L.P.

/S/ KPMG LLP
Stamford, Connecticut
January 7, 2004