

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Vermilyen Paul A Jr</u> (Last) (First) (Middle) <u>2 COUNT RUMFORD LANE</u> (Street) <u>HUNTINGTON NY 11743</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STAR GAS PARTNERS LP [SGU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/28/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	04/28/2006		X ⁽¹⁾		30,605	A	\$2	30,605	D	
Common Units	04/28/2006		S		30,605	D ⁽²⁾	\$2.43 ⁽³⁾	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Subscription Rights (right to buy)	\$2	04/28/2006		X ⁽¹⁾			30,605	04/06/2006	04/25/2006	Common Units	30,605	\$0	0	D	

Explanation of Responses:

- Prior to the reporting person becoming a Section 16 insider, the reporting person exercised in-the-money subscription rights to purchase 0.6121 of a Common Unit for each Common Unit then owned by the reporting person in a rights offering by the Issuer to all holders of Common Units. The closing of the rights offering did not occur until April 28, 2006.
- On April 26, 2006, the reporting person contributed these Common Units to Kestrel Energy Partners, L.P., a private equity investment firm formed by the reporting person and other investors ("Kestrel"), in exchange for additional membership interests in Kestrel.
- Represents the closing price of the Issuer's Common Units on April 26, 2006, the effective date of contribution of the reporting person's Common Units to Kestrel.

Remarks:

Paul A. Vermilyen, Jr. is the Chairman of the Board of Directors of Kestrel Heat, LLC, the general partner of the Issuer.

/s/ Paul A. Vermilyen, Jr. 04/28/2006

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.