

OMB APPROVAL	
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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>SEVIN IRIK</u> (Last) (First) (Middle) <u>C/O STAR GAS PARTNERS LP</u> <u>2187 ATLANTIC ST</u> (Street) <u>STAMFORD CT 06902</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STAR GAS PARTNERS LP [SGU, SGH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2004</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			
Senior Subordinated Units							21,951 ⁽¹⁾	I ⁽¹⁾	Trust	
Senior Subordinated Units							94,780	I ⁽²⁾	Trust	
Senior Subordinated Units	01/20/2004		A		20,000	A	(4)	40,000	I ⁽⁴⁾	Trust
Senior Subordinated Units							27,336	D		
Senior Subordinated Units							29,133 ⁽³⁾	I ⁽³⁾	By LLC	
Common Units							24,750	D ⁽⁵⁾		

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Granted pursuant to an Agreement with the Partnership dated as of December 10, 2000 (the "December 2000 Agreement"). These Units vested on January 5, 2001. All of these Units have been deposited in a trust for the benefit of Mr. Sevin. The trustee has voting power over these Units and Mr. Sevin disclaims beneficial ownership of them.
- Granted pursuant to an Agreement with the Partnership dated as of December 1, 1999 (the "December 1999 Agreement"). Does not include an additional 23,695 (as adjusted) Units that will vest in the future. All of these Units have been deposited in a trust for the benefit of Mr. Sevin. The trustee has voting power over these Units and Mr. Sevin disclaims beneficial ownership of them.
- Represents Senior Subordinated Units issued to Star Gas LLC, the general partner of the Partnership, pursuant to the Contingent Distribution. As a member of Star Gas LLC, Mr. Sevin may be deemed to share beneficial ownership of these Units, but he disclaims beneficial ownership in that number of Units that exceeds his proportionate interest in Star Gas LLC.
- Granted pursuant to the Partnership's Employee Unit Incentive Plan. These Units have been deposited in a trust for the benefit of Mr. Sevin. The trustee has voting power over these Units and Mr. Sevin disclaims beneficial ownership of them. Does not include 20,000 additional Units that will vest in the future, subject to the Partnership meeting certain performance goals.
- Granted pursuant to an Agreement with the Partnership dated as of December 28, 2001 (the "December 2001 Agreement"). Does not include an additional 8,250 Common Units that will vest in the future. All of these Units have been deposited in a trust for the benefit of Mr. Sevin. The trustee has voting power over these Units and Mr. Sevin disclaims beneficial ownership of them.

/s/ Irik P. Sevin 01/20/2004

** 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.

