

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>Bandera Partners LLC</u>  (Last) (First) (Middle) 50 BROAD STREET, SUITE 1820  (Street) NEW YORK NY 10004  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol STAR GAS PARTNERS LP [ SGU ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2010	
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	05/11/2010		P		64,000 <sup>(1)(2)</sup>	A	\$4.3465	7,068,875 <sup>(1)(2)</sup>	I	See footnote <sup>(1)(2)</sup>
Common Units	05/12/2010		P		86,607 <sup>(1)(2)</sup>	A	\$4.3311	7,155,482 <sup>(1)(2)</sup>	I	See footnote <sup>(1)(2)</sup>
Common Units	05/13/2010		P		65,445 <sup>(1)(2)</sup>	A	\$4.3487	7,220,927 <sup>(1)(2)</sup>	I	See footnote <sup>(1)(2)</sup>

**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					

1. Name and Address of Reporting Person* <u>Bandera Partners LLC</u>  (Last) (First) (Middle) 50 BROAD STREET, SUITE 1820  (Street) NEW YORK NY 10004  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Bylinsky Gregory</a>		
(Last)	(First)	(Middle)
50 BROAD STREET, SUITE 1820		
(Street)		
NEW YORK	NY	10004
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Gramm Jefferson</a>		
(Last)	(First)	(Middle)
50 BROAD STREET, SUITE 1820		
(Street)		
NEW YORK	NY	10004
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Shpiz Andrew</a>		
(Last)	(First)	(Middle)
50 BROAD STREET, SUITE 1820		
(Street)		
NEW YORK	NY	10004
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Common Units reported herein as indirectly beneficially owned by Bandera Partners LLC, Gregory Bylinsky, Jefferson Gramm and Andrew Shpiz (the "Master Fund Shares") are directly owned by Bandera Master Fund L.P., a Cayman Islands exempted limited partnership ("Bandera Master Fund"). Bandera Partners LLC is the investment manager of Bandera Master Fund and may be deemed to have beneficial ownership of the Master Fund Shares by virtue of the sole and exclusive authority granted to Bandera Partners LLC by Bandera Master Fund to vote and dispose of the Master Fund Shares. Mr. Bylinsky, Mr. Gramm and Mr. Shpiz may be deemed to have beneficial ownership of the Master Fund Shares in their capacities as Managing Partners, Managing Directors and Portfolio Managers of Bandera Partners LLC. (continued in footnote 2)

2. Indirect beneficial ownership of the Master Fund Shares has not been allocated to the Reporting Persons on a proportional basis. Each of Bandera Partners LLC, Mr. Bylinsky, Mr. Gramm and Mr. Shpiz disclaims beneficial ownership of the Master Fund Shares except to the extent of its or his pecuniary interest therein pursuant to Rule 16a-1(a)(2).

[/s/ Gregory Bylinsky,](#)  
[Managing Director, On behalf](#) 05/13/2010  
[of Bandera Partners LLC](#)

[/s/ Gregory Bylinsky](#) 05/13/2010  
[/s/ Jefferson Gramm](#) 05/13/2010  
[s/ Andrew Shpiz](#) 05/13/2010

\*\* 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.**