

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>LAWRENCE BRYAN H</u>  (Last) (First) (Middle) 410 PARK AVENUE 19TH FLOOR  (Street) NEW YORK NY 10022-4407  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2017	
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	02/16/2017		J <sup>(1)</sup>		10,546,567 <sup>(2)</sup>	A	\$0.00	10,546,567 <sup>(3)</sup>	I	See footnote <sup>(3)</sup>
Common Units	02/16/2017		J <sup>(4)</sup>		3,000,000 <sup>(2)</sup>	D	\$0.00	7,546,567 <sup>(3)</sup>	I	See footnote <sup>(3)</sup>
Common Units	02/16/2017		J <sup>(4)</sup>		213,150	A	\$0.00	588,358	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					

**Explanation of Responses:**

- After the close of the market trading session on February 16, 2017, Kestrel Energy Partners, LLC ("Kestrel") made an in-kind distribution of common units of Star Gas Partners, L.P. ("Star Gas") pro rata to its members. As a member of Kestrel, Yorktown Energy Partners VI, L.P. did not hold a pecuniary interest in the common units of Star Gas held by Kestrel prior to the in-kind distribution.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
- These securities are owned directly by Yorktown Energy Partners VI, L.P. ("Yorktown VI"). The reporting person is a member and manager of Yorktown VI Associates LLC ("Yorktown VI Associates"), the general partner of Yorktown VI Company LP ("Yorktown VI Company"), the general partner of Yorktown VI.
- Pro rata distributions from Yorktown VI, Yorktown VI Company and Yorktown VI Associates.

**Remarks:**

/s/ Bryan H. Lawrence                      02/21/2017

\*\* 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.**