

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Donovan Dan</u> <hr/> (Last) (First) (Middle) C/O STAR GAS PARTNERS, L.P. 2187 ATLANTIC STREET <hr/> (Street) STAMFORD CT 06902 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/06/2004	3. Issuer Name and Ticker or Trading Symbol <u>STAR GAS PARTNERS LP [ NYSE SGU ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. Heating Oil Division</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Unit Appreciation Rights</u>	(I)	(I)	<u>Senior Subordinated Units</u> 10,000	10.7	D	

**Explanation of Responses:**

1. Mr. Donovan was granted 15,000 Unit Appreciation Rights pursuant to an agreement dated October 1, 2002 of which 5,000 Rights have been exercised. The remaining Rights vest in two equal installments on October 1, 2004 and October 1, 2005. Mr. Donovan is entitled to receive a payment in cash in respect of each Vested Right equal to the excess of the Fair Market Value of a Common Unit on the Vesting Date over \$10.70; provided, however, at any time 30 days before a Right becomes vested, Mr. Donovan has the right to defer payment to any date not more than five years after such Right becomes vested in which case the cash payment shall be deferred until the Deferred Date and shall be based upon the value of a Senior Subordinated Unit on the Deferred Date rather than the Vesting Date

/s/ Dan Donovan 05/10/2004

\*\* 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 5 (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.