LUGAR DAVID L Form 4 January 21, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and LUGAR D	Symbol	•				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3. Date of (Month/	AMERIGAS PARTNERS LP [APU] 3. Date of Earliest Transaction (Month/Day/Year) 01/20/2005			PU]	(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Vice President - AmeriGas			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tak	ole I - Non-l	Derivative	Securitie	s Acq	uired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D)	Se B O Fe R Ti	Amount of ecurities eneficially wined ollowing eported ransaction(s) instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and
(Instr. 3)	str. 3) Conversion		Execution Date, if	Transaction Derivative		Expiration Date
	or Exercise		any	Code	Securities	(Month/Day/Year)

7. Title a Underlyi (Instr. 3

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Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D)

e V (A) (D) Date Expiration Title

Exercisable Date

Performance-contingent restricted Units

D 2,500 (2) 12/31/2004 Comm Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUGAR DAVID L

Vice President - AmeriGas

Signatures

By: Robert H. Knauss For: David L. Lugar 01/20/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The Exercise Price is \$0.00.
- (2) Effective January 1, 2003, the reporting person was granted performance-contingent restricted APU Common Units that were previously reported. Because the performance criteria were not satisfied, this portion of the restricted Units is forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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