UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 1996

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________ to _________

Commission File Number: 33-98490

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware	06-1437793
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2187 Atlantic Street, Stamford, Connecticut 06902
(Address of principal executive office) (Zip Code)

(203) 328-7300
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) had been subject to such filing requirements for the past 90 days.

Yes X No __

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of January 30, 1997:

Star Gas Partners, L.P. 2,875,000 Common Units
2,396,078 Subordinated Units

STAR GAS PARTNERS, L.P. AND SUBSIDIARY

INDEX TO FORM 10-Q

STAR GAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS
(in thousands)

	SEPTEMBER 30, 1996	DECEMBER 31, 1996 (UNAUDITED)
ASSETS:		

Current assets:		
Cash	$ 1,106	$ 2,326
Receivables, net of allowance of $291 and $350, respectively	7,226	17,597
Inventories	8,494	8,323
Prepaid expenses and other current assets	1,016	1,244
Total current assets	17,842	29,490
Property and equipment, net	97,733	98,371
Intangibles and other assets, net	41,338	40,624
Total assets	$156,913	$168,485

LIABILITIES AND PARTNERS' CAPITAL

Current liabilities:		
Bank credit facility borrowings	$ 2,350	$ 5,000
Accounts payable	1,991	5,314
Accrued interest	285	2,097
Other accrued expenses	2,812	3,709
Customer credit balances	2,858	942
Total current liabilities	10,296	17,062
Long-term debt	85,000	86,850
Other long-term liabilities	219	241
Partners' Capital:		
Common unitholders	52,821	54,390
Subordinated unitholder	8,410	9,718
General partner	167	224
Total Partners' Capital	61,398	64,332
Total Liabilities and Partners' Capital	$156,913	$168,485

See accompanying notes to consolidated financial statements.

STAR GAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per unit amounts)
(unaudited)

	OCTOBER 1, 1995 THROUGH DECEMBER 20, 1995 (PREDECESSOR)	DECEMBER 20, 1995 THROUGH DECEMBER 31, 1995	OCTOBER 1, 1995 THROUGH DECEMBER 31, 1995 (COMBINED)	THREE MONTHS ENDED DECEMBER 31, 1996
Sales	$28,159	$6,475	$34,634	$50,876
Cost of sales	12,808	3,097	15,905	29,027
Gross profit	15,351	3,378	18,729	21,849
Delivery and branch	7,729	1,309	9,038	9,848
Depreciation and amortization	2,177	266	2,443	2,586
General and administrative	1,349	85	1,434	1,599
Net loss on sales of assets	(113)	-	(113)	(70)
Operating income	3,983	1,718	5,701	7,746
Interest expense, net	1,922	233	2,155	1,848
Income before income taxes	2,061	1,485	3,546	5,898
Income tax expense	60	-	60	6
Net income	$ 2,001	$1,485	$ 3,486	$ 5,892
General Partner's interest in net income		$ 30		$ 118

Limited Partners' interest in net income	$1,455	$ 5,774
	======	=======
Net income per Limited Partner unit	$ 0.29	$ 1.10
	======	=======
Weighted average number of Limited Partner units outstanding	4,996	5,271
	======	=======

See accompanying notes to consolidated financial statements.

STAR GAS PARTNERS, L.P. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	OCTOBER 1, 1995 THROUGH DECEMBER 20, 1995 (PREDECESSOR)	DECEMBER 20, 1995 THROUGH DECEMBER 31, 1995	OCTOBER 1, 1995 THROUGH DECEMBER 31, 1995 (COMBINED)	THREE MONTHS ENDED DECEMBER 31, 1996
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income	$ 2,001	$ 1,485	$ 3,486	$ 5,892
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	2,177	266	2,443	2,586
Provision for losses on accounts receivable	101	14	115	102
Loss on sales of assets	113	-	113	70
Changes in operating assets and liabilities:				
Increase in receivables	(2,779)	(2,622)	(5,401)	(10,474)
Decrease in inventories	1,430	160	1,590	171
Decrease (increase) in other assets	(455)	676	221	(260)
Increase in accounts payable	10	944	954	3,323
Increase (decrease) in other current liabilities	(1,713)	1,852	139	793
Increase (decrease) in other long-term liabilities	(12)	(3)	(15)	21
	--------	--------	--------	--------
Net cash provided by operating activities	873	2,772	3,645	2,224
	--------	--------	--------	--------
CASH FLOWS FROM INVESTING ACTIVITIES:				
Capital expenditures	(1,617)	(192)	(1,809)	(2,517)
Proceeds from sales of fixed assets	566	33	599	60
	--------	--------	--------	--------
Net cash used in investing activities	(1,051)	(159)	(1,210)	(2,457)
	--------	--------	--------	--------
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net borrowings under revolving credit facility	-	-	-	2,650
Borrowings (repayments) of debt	(35,783)	(51,046)	(86,829)	1,850
Cash dividends paid	(21,309)	-	(21,309)	-
Distributions	-	-	-	(2,958)
Loan to Petro	(12,000)	-	(12,000)	-
Proceeds from issuance of First Mortgage Notes	85,000	-	85,000	-
Proceeds from offering	-	57,200	57,200	-
Repayment of preferred stock to Petro	(8,625)	-	(8,625)	-
Debt placement and credit agreement expenses	(1,313)	(390)	(1,703)	(89)
Expenses of offering	-	(6,154)	(6,154)	-
Cash retained by general partner	(6,000)	-	(6,000)	-
	--------	--------	--------	--------
Net cash provided by (used in) financing activities	(30)	(390)	(420)	1,453
	--------	--------	--------	--------
Net increase (decrease) in cash	(208)	2,223	2,015	1,220
Cash at beginning of period	727	519	727	1,106
	--------	--------	--------	--------
Cash at end of period	$ 519	$ 2,742	$ 2,742	$ 2,326
	========	========	========	========
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid during the period for:				
Income taxes	$ 0.1	$ -	$ 0.1	$ -
	========	========	========	========

See accompanying notes to consolidated financial statements.

STAR GAS PARTNERS, L.P. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL
(in thousands, except per unit data)
(unaudited)

	NUMBER OF UNITS					TOTAL
	COMMON	SUBORDINATED	COMMON	SUBORDINATED	GENERAL PARTNER	PARTNERS' CAPITAL
Balance September 30, 1996	2,875	2,396	$52,821	$ 8,410	$167	$61,398
Minimum Quarterly Distribution ($0.55 per unit)			(1,580)	(1,317)	(61)	(2,958)
Net income	-	-	3,149	2,625	118	5,892
Balance December 31, 1996	2,875	2,396	$54,390	$ 9,718	$224	$64,332

See accompanying notes to consolidated financial statements.

STAR GAS PARTNERS, L.P. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1996

1) PARTNERSHIP ORGANIZATION AND FORMATION

Star Gas Partners, L.P. ("Star Gas Partners" or the "Partnership") was formed on October 16, 1995, as a Delaware limited partnership. Star Gas Partners and its subsidiary, Star Gas Propane, L.P., a Delaware limited partnership, (the "Operating Partnership") were formed to acquire, own and operate substantially all of the propane operations and assets and liabilities of Star Gas Corporation ("Star Gas"), a Delaware corporation (and the general partner of Star Gas Partners and the Operating Partnership) and the propane operations and assets and liabilities of Star Gas' parent corporation, Petroleum Heat and Power Co., Inc., a Minnesota corporation ("Petro"), (collectively hereinafter referred to as the "Star Gas Group" or the "Predecessor Company"). The Operating Partnership is, and the Star Gas Group was, engaged in the marketing and distribution of propane gas and related appliances to retail and wholesale customers in the United States located principally in the Midwest and Northeast. On December 20, 1995, (i) Petro conveyed all of its propane assets and related liabilities to Star Gas and (ii) Star Gas and its subsidiaries conveyed substantially all of their assets (other than $83.7 million in cash from the proceeds of the First Mortgage Notes and certain non-operating assets) to the Operating Partnership (the "Star Gas Conveyance") in exchange for general and limited partner interests in the Operating Partnership and the assumption by the Operating Partnership of substantially all of the liabilities of Star Gas and its subsidiaries (excluding certain income tax liabilities and certain other long-term obligations of Star Gas that were assumed by Petro), including the First Mortgage Notes and approximately $53.8 million in outstanding Star Gas debt due to Petro. The net book value of the assets contributed by Star Gas and its subsidiaries to the Operating Partnership exceeded liabilities assumed by $11.2 million. Immediately after the Star Gas Conveyance, Star Gas and its subsidiaries conveyed their limited partner interests in the Operating Partnership to Star Gas Partners in exchange for an aggregate of 2.4 million Subordinated Units of limited partner interests in Star Gas Partners.

Of the $83.7 million in cash retained by the General Partner, $35.8 was paid to Petro in satisfaction of additional indebtedness, $8.6 million was used to redeem preferred stock of the General Partner held by Petro, $12.0

million was loaned to Petro, and $6.0 million was retained to be available to fund the General Partner's additional capital contribution obligation. The remaining $21.3 million was paid to Petro as dividends.

On December 20, 1995, Star Gas Partners completed its initial public offering of 2.6 million Common Units, representing Limited Partner interests, at a price of $22.00 a unit. The net proceeds received of $51.0 million, after deducting underwriting discounts, commissions and expenses were contributed to the Operating Partnership and used to repay debt due to Petro, which was assumed by the Operating Partnership in the Star Gas Conveyance.

1) PARTNERSHIP ORGANIZATION AND FORMATION - CONTINUED

In January 1996, pursuant to the underwriters' over-allotment, an additional 0.3 million Common Units were issued for approximately $5.6 million, net of underwriting discounts and expenses.

The General Partner holds a 1.0% general partner interest in Star Gas Partners and a 1.0101% general partner interest in the Operating Partnership. Star Gas Partners and the Operating Partnership have no employees, except for certain employees of its corporate subsidiary Stellar Propane Service Corporation. The General Partner conducts, directs and manages all activities of Star Gas Partners and the Operating Partnership and is reimbursed on a monthly basis for all direct and indirect expenses it incurs on their behalf including the cost of employee wages.

2) BASIS OF PRESENTATION

The unaudited consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the interim periods presented. All adjustments to the financial statements were of a normal recurring nature.

The propane industry is seasonal in nature because propane is used primarily for heating in residential and commercial buildings. Therefore, the results of operations for the periods ended December 31, 1996 and December 31, 1995 are not necessarily indicative of the results to be expected for a full year.

Inventories

Inventories are stated at the lower of cost or market and are computed on a first-in, first-out basis. At the dates indicated the components of inventory were as follows:

	September 30, 1996	December 31, 1996
Propane gas	$6,625	$6,412
Appliances and equipment	1,869	1,911
	$8,494	$8,323

3) NET INCOME PER LIMITED PARTNER UNIT

Net income per Limited Partner Unit is computed by dividing net income, after deducting the General Partner's 2.0% interest, by the weighted average number of Common Units and Subordinated Units outstanding.

4) COMMITMENTS AND CONTINGENCIES

In the ordinary course of business, the Partnership is threatened with, or is named in, various lawsuits. The Partnership is not a party to any litigation which individually or in the aggregate could reasonably be expected to have a material adverse effect on the company.

5) RELATED PARTY TRANSACTIONS

The Partnership has no employees except for certain employees of its corporate subsidiary, Stellar Propane Service Corporation and is managed and controlled by the General Partner. Pursuant to the Partnership Agreement, the General Partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on behalf of the Partnership, and all other necessary or appropriate expenses allocable to the Partnership or otherwise reasonably incurred by the General Partner in connection with operating the Partnership's business. For the three months ended December 31, 1996, the Partnership reimbursed the General Partner and Petro $4.5 million representing salary, payroll tax and other compensation paid to the employees of the General Partner, including $0.1 million paid to Petro for certain corporate functions such as finance and compliance.

6) RETENTION OF MORGAN STANLEY & CO. INCORPORATED

On August 1, 1996, the Partnership announced that it has retained Morgan Stanley & Co., Incorporated to assist it in the development and consideration of strategic alternatives designed to maximize value for its unitholders. Alternatives to be investigated may include, but will not be limited to, the sale or merger of Star Gas.

7) SUBSEQUENT EVENTS

On January 11, 1997, the Partnership announced that it will pay a cash distribution of $0.55 per Limited Partner Unit for the three months ended December 31, 1996. The distribution is payable on February 14, 1997 to unitholders of record as of February 3, 1997.

8) GENERAL PARTNER FINANCIAL STATEMENTS

The following presents the Condensed Consolidated Balance Sheet as of December 31, 1996 together with the Condensed Consolidated Statement of Operations of the General Partner, Star Gas Corporation and Subsidiary, for the three months ended December 31, 1996.

STAR GAS CORPORATION
AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEET
(in thousands)
(unaudited)

	DECEMBER 31, 1996
ASSETS:	
Current assets:	
Cash	$ 4,408
Interest receivable	1,398
Other receivables	6,100
Total current assets	11,906
Note receivable from Petro	12,000
Investment in Partnership	9,942
Total assets	$33,848
LIABILITIES AND SHAREHOLDER'S EQUITY:	
Current liabilities:	
Accrued expenses	$ 26
Shareholder's equity	33,822
Total liabilities and shareholder's equity	$33,848

=======

STAR GAS CORPORATION
AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in thousands)
(unaudited)

	THREE MONTHS ENDED DECEMBER 31, 1996
Revenues:	
Reimbursement of employee expenses from Operating Partnership	$4,366
Expenses:	
Cost of employee services provided to Operating Partnership	4,366
Operating income	-
Interest income	377
Income before equity interest in Partnership	377
Share of income of Partnership	2,743
Net income	$3,120

STAR GAS PARTNERS, L.P. AND SUBSIDIARY

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS
AND RESULTS OF OPERATIONS

THREE MONTHS ENDED DECEMBER 31, 1996
COMPARED TO THREE MONTHS ENDED DECEMBER 31, 1995

OVERVIEW

The following discussion reflects the results of operations and operating data of Star Gas Partners, L.P. for the three months ended December 31, 1996 and is compared to the combined results of the Star Gas Group, the Predecessor Company, from October 1, 1995 to December 20, 1995 and Star Gas Partners, L.P. from December 20, 1995 to December 31, 1995. The operating results of the Star Gas Group and Star Gas Partners, L.P. were combined for the three months ended December 31, 1995 to facilitate an analysis of the fundamental operating data.

In analyzing the historical financial results of the Star Gas Group and the financial results of the Partnership, the following matters should be considered.

Propane's primary use is for heating in residential and commercial applications. As a result, weather conditions have a significant impact on financial performance. Accordingly, in analyzing changes in financial performance, the weather conditions in which the Partnership/Star Gas Group operated in any given period should be considered.

In addition, gross profit margins vary according to the customer mix. For example, sales to residential customers generate higher gross profit margins than sales to other customer groups, such as agricultural customers. Accordingly, a change in customer mix can affect gross profit without necessarily impacting total sales.

Lastly, the propane industry is seasonal in nature with peak activity occurring during the winter months. Due to the seasonality of the business, results of operations for the periods presented are not necessarily indicative of the results to be expected for a full year.

VOLUME

For the three months ended December 31, 1996, retail propane volume increased 3.5 million gallons or 11.4% to 34.4 million gallons, as compared to 30.8 million gallons for the three months ended December 31, 1995. This increase was primarily attributable to additional sales to agricultural customers resulting from a return to more normal grain drying demand versus the prior year's comparable quarter and the additional volume provided by internal account growth and acquisitions made subsequent to December 31, 1995. These increases were partially offset by the effect on volume of 7.6% warmer temperatures. In addition, wholesale volume also increased over the prior year as a result of increased agricultural demand.

SALES

Sales increased 46.9%, or $16.2 million, to $50.9 million for the three months ended December 31, 1996, as compared to $34.6 million for the three months ended December 31, 1995. This increase was primarily due to the increase in retail volume as well as higher retail and wholesale selling prices. Selling prices were increased in response to higher propane supply costs experienced during the three months ended December 31, 1996.

COST OF SALES

Cost of sales increased 82.5%, or $13.1 million, to $29.0 million for the three months ended December 31, 1996, as compared to $15.9 million for the three months ended December 31, 1995. This increase was primarily due to higher per gallon propane supply costs and the increase in volume.

GROSS PROFIT

Gross profit increased $3.1 million, or 16.7%, to $21.8 million for the three months ended December 31, 1996, as compared to $18.7 million for the three months ended December 31, 1995. This increase was attributable to higher per gallon margins across all market segments and the increase in volume.

DELIVERY AND BRANCH EXPENSES

Delivery and branch expenses increased $0.8 million, or 9.0%, to $9.8 million for the three months ended December 31, 1996, as compared to $9.0 million for the three months ended December 31, 1995. The increase was primarily due to the additional compensation expense associated with the additional volume, and the higher cost of vehicle fuels.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization expense increased $0.2 million to $2.6 million for the three months ended December 31, 1996, as compared to $2.4 million for the three months ended December 31, 1995 primarily due to the impact of two acquisitions completed subsequent to December 31, 1995, and the amortization of issuance costs associated with the Partnership's First Mortgage Notes.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses increased approximately $0.2 million to $1.6 million for the three months ended December 31, 1996, as compared to $1.4 million for the three months ended December 31, 1995. This increase was primarily due to the additional expenses associated with operating as a publicly traded partnership.

NET INTEREST EXPENSE

Interest expense declined 14.3%, or $0.3 million, to $1.8 million for the three months ended December 31, 1996, as compared to $2.1 million for the three months ended December 31, 1995. This reduction was primarily due to a decline in the weighted average borrowing rate.

INCOME TAX EXPENSE

Income tax expense for the three months ended December 31, 1996 represents certain state income taxes related to the Partnership's wholly owned corporate subsidiary which conducts non-qualifying master limited partnership business.

NET INCOME

Net income for the three months ended December 31, 1996 increased $2.4 million, or 69.0%, to $5.9 million, as compared to $3.5 million for the three months ended December 31, 1995. The improvement was attributable to a $3.1 million increase in gross profit and a $0.3 million reduction in interest expense which was partially offset by higher operating expenses of $1.0 million.

EBITDA

EBITDA (defined as operating income plus depreciation and amortization less net gain (loss) on sales of assets) increased 26.0% or $2.1 million to $10.4 million for the three months ended December 31, 1996, as compared to $8.3 million for the three months ended December 31, 1995. The improvement in EBITDA was primarily the result of the increase in volume sold and improved propane gross profit margins across all market segments. While delivery and branch expenses increased by $0.8 million, these expenses declined by 2.2% on a per gallon basis as a result of ongoing operating efficiency improvements. EBITDA should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations), but provides additional information for evaluating the Partnership's ability to make the Minimum Quarterly Distribution.

LIQUIDITY AND CAPITAL RESOURCES

For the three months ended December 31, 1996, net cash provided by operating activities was $2.2 million. Net income of $5.9 million, non cash charges of $2.7 million, and other changes of $4.0 million provided $12.6 million in cash which was used to partially finance an increase in accounts receivable of $10.5 million. Net cash used in investing activities was $2.4 million as the proceeds from sales of certain fixed assets were used to partially fund $2.5 million of growth and maintenance capital expenditures. Cash flow provided by financing activities was $1.5 million as $4.5 million borrowed under the Partnership's credit facilities provided the funds necessary to finance the Partnership's quarterly distribution of $3.0 million and other cash needs. As a result of the above activities, cash at December 31, 1996 increased by $1.2 million to $2.3 million, as compared to $1.1 million on hand at the beginning of the period.

Based on its current cash position, bank credit availability and expected net cash flow from operating activities, the Partnership expects to be able to meet all of its above obligations for fiscal 1997, as well as all of its other current obligations as they become due. For the remainder of fiscal 1997, the Partnership anticipates paying interest on the First Mortgage Notes of $6.8 million and anticipates paying Limited and General Partner distributions of $8.9 million.

PART II: OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits Included Within:

(27) Financial Data Schedule

(b) Reports on Form 8-K

No reports on Form 8-K have been filed during the quarter for which this report is filed.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized:

Star Gas Partners, L.P.

By: Star Gas Corporation
(General Partner)

Signature	Title	Date
By:/s/ William G. Powers, Jr. William G. Powers, Jr.	President Star Gas Corporation (Principal Executive Officer)	January 31, 1997
By:/s/ Richard F. Ambury Richard F. Ambury	Vice President - Finance Star Gas Corporation (Principal Financial and Accounting Officer)	January 31, 1997

<ARTICLE> 5
<LEGEND>
THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM STAR GAS PARTNERS, L.P. AND SUBSIDIARY CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 1996 AND CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE INTERIM PERIOD OCTOBER 1, 1996 THROUGH DECEMBER 31, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
</LEGEND>
<MULTIPLIER> 1,000

<PERIOD-TYPE>	3-MOS	
<PERIOD-START>		OCT-01-1996
<FISCAL-YEAR-END>		SEP-30-1997
<PERIOD-END>		DEC-31-1996
<CASH>		2,326
<SECURITIES>		0
<RECEIVABLES>		17,947
<ALLOWANCES>		350
<INVENTORY>		8,323
<CURRENT-ASSETS>		29,490
<PP&E>		112,614
<DEPRECIATION>		14,243
<TOTAL-ASSETS>		168,485
<CURRENT-LIABILITIES>		17,062
<BONDS>		86,850
<PREFERRED-MANDATORY>		0
<PREFERRED>		0
<COMMON>		64,108<F1>
<OTHER-SE>		224<F2>
<TOTAL-LIABILITY-AND-EQUITY>		168,485
<SALES>		49,510
<TOTAL-REVENUES>		50,876
<CGS>		29,027
<TOTAL-COSTS>		11,345
<OTHER-EXPENSES>		2,651
<LOSS-PROVISION>		102
<INTEREST-EXPENSE>		1,853
<INCOME-PRETAX>		5,898
<INCOME-TAX>		6
<INCOME-CONTINUING>		5,892
<DISCONTINUED>		0
<EXTRAORDINARY>		0
<CHANGES>		0
<NET-INCOME>		5,892
<EPS-PRIMARY>		1.10
<EPS-DILUTED>		1.10

<FN>
<F1>COMMON STOCK - IN DECEMBER 1995 STAR GAS PARTNERS, L.P. ISSUED COMMON AND SUBORDINATED UNITS WHICH REPRESENT LIMITED PARTNER INTERESTS. THESE UNITS ARE CONSIDERED TO POSSESS THE CHARACTERISTICS OF COMMON STOCK AND ARE BOTH INCLUDED IN THE DETERMINATION OF EPS.
<F2>OTHER SE - REPRESENTS THE GENERAL PARTNER'S INTEREST IN THE PARTNERSHIP AND IS CLASSIFIED HERE SINCE IT DOES NOT POSSESS THE RELEVANT CHARACTERISTICS OF EITHER COMMON OR PREFERRED STOCK.
</FN>