

August 29, 1994

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Mail Stop 7-2
Washington, D.C. 20549

RE: Ferrellgas Partners, L.P.
Registration Statement on Form S-1 (No. 33-53383) for
13,100,000 common units representing limited partner
interests (the "Common Units")

Gentlemen:

We transmit herewith for filing under the Securities Act of 1933,
as amended, the Post-Effective Amendment No. 1 (the "Amendment") to
the above referenced Registration Statement dated August 29, 1994,
relating to the deregistration of 1,965,000 Common Units that were
subject to the underwriters' over-allotment option.

The filing has been effected through the EDGAR electronic filing
system under the Company's CIK No. 0000922358 pursuant to Rule 302
of Regulation S-T.

By copy of this letter, (i) a conforming paper copy of the
electronically filed Amendment will be made pursuant to Rule 901(d)
of Regulation S-T no later than six business days after this EDGAR
submission and (ii) one conforming copy of the Amendment is being filed with
the New York Stock Exchange.

If any questions should arise in connection with this submission,
please call the undersigned at (816) 792-6874 or Jim Knight of
Andrews & Kurth L.L.P. at (713) 220-3992.

Very truly yours,

/s/ Joseph A. Heater
Joseph A. Heater

Enclosures

cc: William N. Finnegan, IV
Andrews & Kurth L.L.P.

Bob Schmidt
New York Stock Exchange

Conformed paper copy to:
File Support
SEC Operations Center
6432 General Green Way
Alexandria, VA 22312-2413

As filed with the Securities and Exchange Commission on August 29,
1994

Registration No. 33-53383

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FERRELLGAS PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

Delaware	5984	43-1675728
(State or	(Primary Standard	(I.R.S. Employer
other Jurisdiction	Industrial Classification	Identification No.)

of incorporation
or organization)

Code Number)

One Liberty Plaza
Liberty, Missouri 64068
(816) 792-1600
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Danley K. Sheldon
One Liberty Plaza
Liberty, Missouri 64068
(816) 792-1600
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Andrews & Kurth L.L.P.
425 Lexington Avenue
New York, New York 10017
(212) 850-2800
Attn: Michael Q. Rosenwasser

Sullivan & Cromwell
125 Broad Street
New York, New York 10004
(212) 558-4000
Attn: Robert E. Buckholz, Jr.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Deregistration of 1,965,000 Unissued Common Units
Subject to Over-Allotment Option

Pursuant to its Registration Statement on Form S-1 (No. 33-53383)
(the "Registration Statement"), Ferrellgas Partners, L.P., a
Delaware limited partnership (the "Partnership"), registered
15,065,000 common units ("Common Units") representing limited
partner interests in the Partnership, which included 1,965,000
Common Units subject to an option granted by the Partnership to the
Underwriters to cover over-allotments, if any. The Underwriters'
over-allotment option was not exercised, and after consummation of
the public offering described in the Registration Statement, the
1,965,000 Common Units subject to the Underwriters' over-allotment
option remained unissued.

The Partnership hereby removes from registration such 1,965,000
Common Units.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as
amended, the Registrant has duly caused this Post-Effective
Amendment No. 1 to the Registration Statement to be signed on its
behalf by the undersigned thereunto duly authorized, in the City of
Liberty, State of Missouri, on the 29th day of August,
1994.

FERRELLGAS PARTNERS, L.P.

By: Ferrellgas, Inc., as General Partner

By: *
James E. Ferrell
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as
amended, this Amendment to the Registration Statement has been
signed by the following persons in the capacities and on the dates
indicated.

Signature

Title

Date

*

Director,

August 29, 1994

James E. Ferrell

Chairman of the Board
and Chief Executive Officer
(Principal Executive Officer)

/s/ Danley K. Sheldon
Danley K. Sheldon

Senior Vice President/
Chief Financial Officer
and Managing Director
(Principal Financial and
Accounting Officer)

August 29, 1994

*By: /s/ Danley K. Sheldon
Danley K. Sheldon
Attorney-in-Fact