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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

August 28, 2007

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

001-11331

43-1698480

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

66210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

Not Applicable

Former name or former address, if changed since last report

Ferrellgas Partners Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware

333-06693

43-1742520

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

66210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

913-661-1500

n/a

Former name or former address, if changed since last report

Ferrellgas, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

(Address of principal executive offices)

Registrant's telephone number, including area code:

000-50182

(Commission
File Number)

n/a

Former name or former address, if changed since last report

43-1698481

(I.R.S. Employer
Identification No.)

66210

(Zip Code)

913-661-1500

Ferrellgas Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

7500 College Blvd., Suite 1000, Overland Park,
Kansas

(Address of principal executive offices)

Registrant's telephone number, including area code:

000-50183

(Commission
File Number)

n/a

Former name or former address, if changed since last report

14-1866671

(I.R.S. Employer
Identification No.)

66210

(Zip Code)

913-661-1500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Common Unit Distribution:

On August 28, 2007, Ferrellgas Partners, L.P. declared its fourth quarter cash distribution of \$0.50 per partnership common unit. The distribution is payable September 14, 2007, to common unitholders of record as of September 7, 2007. The distribution covers the period from May 1, 2007 to July 31, 2007, the end of Ferrellgas Partners' fourth quarter of fiscal 2007. Ferrellgas Partners, L.P. annualized distribution is currently \$2.00 per common unit.

IRS Notice:

On June 28, 2007, the IRS mailed a "Notice of Beginning of Administrative Proceeding" (the "Notice") to us stating that the IRS is commencing an audit of Ferrellgas, L.P.'s 2004 and Ferrellgas Partners L.P.'s 2004 and 2005 partnership tax returns. We believe this to be a routine audit of the various items of those partnerships' income, gain, deductions, losses and credits. We are making this disclosure to satisfy the IRS requirement that we notify Ferrellgas Partners, L.P.'s limited partners of the Notice within 75 days from the receipt of the Notice from the IRS. Copies of the Notices are attached as exhibits hereto.

Item 8.01 Other Events.

The information included in Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 8.01 of this Current Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 28, 2007

Ferrellgas Partners, L.P.

By: */s/ Kevin T. Kelly*

Name: Kevin T. Kelly
Title: Senior Vice President and Chief Financial Officer

August 28, 2007

Ferrellgas Partners Finance Corp.

By: */s/ Kevin T. Kelly*

Name: Kevin T. Kelly
Title: Senior Vice President and Chief Financial Officer

August 28, 2007

Ferrellgas, L.P.

By: */s/ Kevin T. Kelly*

Name: Kevin T. Kelly
Title: Senior Vice President and Chief Financial Officer

August 28, 2007

Ferrellgas Finance Corp.

By: */s/ Kevin T. Kelly*

Name: Kevin T. Kelly
Title: Senior Vice President and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Ferrellgas Partners, L.P. Fourth quarter distribution press release
99.2	Ferrellgas, L.P. Notice of beginning of administrative proceeding
99.3	Ferrellgas Partners, L.P. Notice of beginning of administrative proceeding

For immediate release**Contact:**

Ryan VanWinkle, Investor Relations, 913-661-1528
Scott Brockelmeyer, Media Relations, 913-661-1830

**Ferrellgas Partners, L.P.
Declares Fourth Quarter Distribution**

Overland Park, KS (August 28, 2007)—Ferrellgas Partners, L.P. (NYSE: FGP) today declared its fourth quarter cash distribution of \$0.50 per partnership common unit. The distribution is payable September 14, 2007, to common unitholders of record as of September 7, 2007.

The distribution covers the period from May 1, 2007 to July 31, 2007, the end of the partnership's fourth quarter of fiscal 2007. Ferrellgas' annualized distribution is currently \$2.00 per common unit.

Ferrellgas Partners, L.P., through its operating partnership, Ferrellgas, L.P., currently serves more than one million customers in all 50 states, the District of Columbia and Puerto Rico. Ferrellgas employees indirectly own more than 20 million common units of the partnership through an employee stock ownership plan. More information about the partnership can be found online at www.ferrellgas.com.

In accordance with Treasury Regulation 1.1446-4(d), nominees are hereby notified they are responsible for withholding 35% of this distribution from foreign investors as required under Section 1446 of the Internal Revenue Code.

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Internal Revenue Service

Department of the Treasury

Ferrellgas, Inc.
Tax Matters Partner
Ferrellgas, LP
One Liberty Plaza
Liberty, MO 64068

Date: June 28,2007
Taxpayer Identification Number:
(Not used on TMLetter)
Name of Partnership: Ferrellgas, LP
Partnership ID Number: 43-1698481
Tax Year Ended: 200412
Person to Contact: Lisa J. Rupert
Employee Identification Number: 44-00008
Contact Hours: 8:00 am - 4:00 pm
Telephone Number:
(Not a toll-free number) 816-966-2468

NOTICE OF BEGINNING OF ADMINISTRATIVE PROCEEDING

We are required by law to send you this notice. This is your notice that we are starting an administrative proceeding at the partnership level with respect to partnership items related to the partnership return identified above. This means our office is beginning an examination (audit) of your partnership's federal tax return. You have been identified as a partner. Our audit will be conducted at the partnership level through your Tax Matters Partner, who will officially represent the partnership in its dealings with the IRS. Please contact your Tax Matters Partner if you would like to participate in the proceedings. If applicable, we will mail you a notice of proposed changes upon completion of the audit.

Please be advised - We will be sending most communications, including document requests and conference notifications, only to the Tax Matters Partner who is responsible for keeping all partners apprised of scheduled events and the status of the proceedings. We urge you to maintain regular communications with your Tax Matters Partner regarding the progress of this examination. Any adjustment we make to the partnership's return may affect your personal tax liability. This proceeding may present the only opportunity to challenge our findings. The results of our audit will apply to all partners even if your representative fails to keep you informed. Our records indicate that the most recent address of the partnership is:

One Liberty Plaza
Liberty, MO 64068

Letter 1787 (SC) (Rev. 4-2003)

Catalog Number 62157C

"Pass-thru" partners(estate, trust, S corporation, partnership, or nominee of another person) are required to forward a copy of this notice and all notices received from the IRS to all persons holding an interest in the above-named partnership. *For example, if you are a partnership, you are required to send copies of this notice to your partners.* You must do so within 30 days of receipt of the notice. The responsibilities of pass-thru partners are set forth in Treasury Regulation (26 C.F.R.) §301.6223(h)-1.

Tax Matters Partners are required to keep each partner informed of all IRS proceedings and any court case that may follow. You must furnish the IRS with the name, address, profits interest, and taxpayer identification number of each person who was a partner at any time during the year under examination. If you did not submit this information with the partnership return, or if the information that you submitted needs to be updated, please send the most current information to the IRS address shown in this letter. The responsibilities of the Tax Matters Partner are set forth in Treasury Regulation (26 C.F.R.) §301.6223(g)-1.

Your rights as a taxpayer are set forth in IRS Publication 1, *Your Rights as a Taxpayer*. Please refer to Publication 541, *Partnerships*, for information about partnership taxation.

If you have questions, you may write or call the IRS contact person whose name, address and telephone number are listed in the heading of this letter. If you write, please enclose a copy of this letter, and include your telephone number with the most convenient time for us to call you. If our number is outside of your local calling area, there will be a long distance charge to you.

Thank you for your cooperation.

Sincerely,

Lisa J. Rupert
Revenue Agent

Enclosures:
Copy of this letter

Letter 1787 (SC) (Rev. 4-2003)

Catalog Number 62157C

Internal Revenue Service

Department of the Treasury

Ferrellgas, Inc.
Tax Matters Partner
Ferrellgas Partners, LP
1 Liberty Plaza
Liberty, MO 64068

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Taxpayer Identification Number:
(Not used on TMLetter)
Name of Partnership: Ferrellgas Partners, LP
Partnership ID Number: 43-1698480
Tax Year Ended: 200412 and 200512
Person to Contact: Lisa J. Rupert
Employee Identification Number: 44-00008
Contact Hours: 8:00 am - 4:00 pm
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Thank you for your cooperation.

Sincerely,

Lisa J. Rupert
Revenue Agent

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