

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
Information Statement Pursuant to Rules 13d-1 and 13d-2  
Amendment No. 1

Ferrellgas Partners, L.P.

-----  
(Name of Issuer)

Common Units

-----  
(Title of Class of Securities)

315293100

-----  
(CUSIP Number)

Check the following box if a fee is being paid with this statement \_\_\_\_\_.  
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in item 1: and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

(Continued on following pages)

Page 1 of 6 Pages

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CUSIP NO.  
315293100  
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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Goldman, Sachs & Co.  
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2. Check the Appropriate Box if a Member of a Group  
  
 (a) \_\_\_\_\_  
 (b) \_\_\_\_\_  
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3. SEC Use Only  
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4. Citizenship or place of Organization

New York

-----  
Number of 5 Sole Voting Power  
Shares  
Beneficially 0  
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Owned By 6 Shared Voting Power  
Each  
Reporting 1,144,950  
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Person With 7 Sole Dispositive Power  
  
0  
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8 Shared Dispositive Power  
  
1,144,950  
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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,144,950  
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10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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11. Percent of Class Representing by Amount in Row (11)

8.7%  
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12. Type of Reporting Person

BD-PN-IA  
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CUSIP NO.  
315293100  
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-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
The Goldman Sachs Group, L.P.  
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2. Check the Appropriate Box if a Member of a Group  
  
 (a) \_\_\_\_\_  
 (b) \_\_\_\_\_  
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-----  
3. SEC Use Only  
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4. Citizenship or place of Organization  
  
Delaware  
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Number of 5 Sole Voting Power  
Shares  
Beneficially 0  
-----

Owned By 6 Shared Voting Power  
Each  
Reporting 1,144,950  
-----

Person With 7 Sole Dispositive Power  
  
0  
-----

8 Shared Dispositive Power  
  
1,144,950  
-----

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,144,950  
-----

-----  
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
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-----  
11. Percent of Class Representing by Amount in Row (11)  
  
8.7%  
-----

-----  
12. Type of Reporting Person  
  
HC-PN  
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- Item 1(a). Name of Issuer:  
Ferrellgas Partners, L.P.
- Item 1(b). Address of Issuer's Principal Executive Offices:  
One Liberty Plaza, Liberty, MO 64068
- Item 2(a). Name of Person Filing:  
The Goldman Sachs Group, L.P. and Goldman, Sachs & Co.
- Item 2(b). Address of Principal Business Office, or, if None, Residence:  
85 Broad Street  
New York, NY 10004
- Item 2(c). Citizenship:  
The Goldman Sachs Group, L.P. - Delaware  
Goldman, Sachs & Co. - New York
- Item 2(d). Title and Class of Securities:  
Common Units
- Item 2(e). CUSIP Number:  
315293100
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b). check whether the person filing is a :
- (a).X Broker or dealer registered under Section 15 of the Act,  
Goldman, Sachs & Co.
  - (b). Bank as defined in Section 3(a)(6) of the Act,
  - (c). Insurance Company as defined in Section 3(a)(19) of the Act,
  - (d). Investment Company registered under Section 8 of the Investment Company Act,
  - (e).X Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,  
Goldman, Sachs & Co.
  - (f). Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see 13d-1(b)(1)(ii)(F),
  - (g).X Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G); see Item 7,  
The Goldman Sachs Group, L.P.
  - (h). Group, in accordance with Rule 13d-1(b)(ii)(H).

- Item 4. Ownership.
- (a). Amount beneficially owned:  
See the responses(s) to Item 9 on the attached cover pages(s).
  - (b). Percent of class:  
See the response(s) to Item 11 on the attached cover pages(s).
  - (c). Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote:  
See the response(s) to Item 5 on the attached cover page(s).
    - (ii) Shared power to vote or direct the vote:  
See the response(s) to Item 6 on the attached cover page(s).
    - (iii) Sole power to dispose or to direct the disposition of:  
See the response(s) to Item 7 on the attached cover page(s).
    - (iv) Shared power to dispose or to direct the disposition of:  
See the response(s) to Item 8 on the attached cover page(s).
- Item 5. Ownership of Five Percent or Less of a Class.  
Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person  
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit(2)
- Item 8. Identification and Classification of Members of the Group.  
Not Applicable
- Item 9. Notice of Dissolution of Group.  
Not Applicable
- Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 1995

THE GOLDMAN SACHS GROUP, L.P.

By: /s/William J. Buckley

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Name: William J. Buckley  
Title: General Partner

GOLDMAN, SACHS & CO.

By: /s/William J. Buckley

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Name: William J. Buckley  
Title: General Partner