

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-3
 REGISTRATION STATEMENT
 Under
 THE SECURITIES ACT OF 1933

Ferrellgas Partners, L.P.
 Ferrellgas Partners Finance Corp.
 (Exact name of registrants as specified in their charters)

Delaware 43-1698480
 Delaware 43-1742520

 (States or other jurisdictions of incorporation or organization) (I.R.S. Employer Identification Nos.)

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

Kevin T. Kelly
 Senior Vice President and Chief Financial Officer
 One Liberty Plaza, Liberty, Missouri 64068
 (816) 792-1600
 (Name, address, including zip code, and telephone number, including area code, of registrants' agent for service)

Copies to:
 David L. Ronn
 Mayer, Brown, Rowe & Maw
 700 Louisiana Street, Suite 3600
 Houston, Texas 77002
 (713) 546-0525

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement, as determined in light of market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. - Registration No. 333-71111.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount of securities to be registered (1) (2) (3)	Proposed maximum offering price per security (1) (2) (3)	Proposed maximum aggregate offering price (4) (5)	Amount of registration fee (4)
Debt Securities	-	-	\$7,550,000	\$694.60

(1) There are being registered hereunder a presently indeterminate principal amount of debt securities.

(2) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the \$40,450,000 million of registered securities not previously sold by Ferrellgas Partners, L.P. and Ferrellgas Finance Partners Corp. under Registration Statement No. 333-711111.

(3) The amount of securities to be registered and the proposed maximum offering price per security to be registered is not specified pursuant to General Instruction, II.D. of Form S-3 under the Securities Act. The proposed maximum offering price per security will be determined from time to time by Ferrellgas Partners, L.P. and Ferrellgas Finance Partners Corp. in connection with their issuance of the securities registered hereunder.

(4) We have estimated the proposed maximum aggregate offering price solely to calculate the amount of registration fee under Rule 457(o) of the Securities Act. In no event will the aggregate initial offering price of all securities issued from time to time hereunder exceed \$7,550,000. The securities registered hereunder may be sold separately or as units with other registered securities.

(5) If any debt securities are issued at an original issue discount, then the offering price of such debt securities shall be in such greater principal amount as shall result in an aggregate initial offering price not to exceed \$7,550,000 less the dollar amount of any registered securities previously issued hereunder.

EXPLANATORY NOTE

This Registration Statement on Form S-3 of Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. is being filed with respect to the registration of an additional \$7,550,000 aggregate maximum amount of debt securities pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act.

In accordance with General Instruction IV of Form S-3, this registration statement incorporates by reference the contents of the previously filed Amendment No. 1 to the Registration Statement on Form S-3 of Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. (File No. 333-71111), including each of the documents filed by Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. with the SEC and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. Such previously filed registration statement was filed with the SEC on February 5, 1999, thereafter declared effective by the SEC and remains effective as of the date of this filing.

EXHIBITS

Exhibit Number	Description
* 5.1	Opinion of Mayer, Brown, Rowe & Maw.
* 23.1	Consent of Deloitte & Touche LLP.
* 23.2	Consent of Mayer, Brown, Rowe & Maw (contained in Exhibit 5.1 herewith).

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* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Liberty, State of Missouri, on December 13, 2002.

FERRELLGAS PARTNERS, L.P.

By: FERRELLGAS, INC., its general partner

By: /s/ James E. Ferrell

James E. Ferrell
Chairman, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ James E. Ferrell ----- James E. Ferrell	Chairman, President and Chief Executive Officer of Ferrellgas, Inc.	December 13, 2002
/s/ A. Andrew Levison ----- A. Andrew Levison	Director of Ferrellgas, Inc.	December 13, 2002
/s/ Elizabeth T. Solberg ----- Elizabeth T. Solberg	Director of Ferrellgas, Inc.	December 13, 2002
/s/ Michael F. Morrissey ----- Michael F. Morrissey	Director of Ferrellgas, Inc.	December 13, 2002
/s/ Kevin T. Kelly ----- Kevin T. Kelly	Senior Vice President and Chief Financial Officer of Ferrellgas, Inc. (Principal Financial and Accounting Officer)	December 13, 2002

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Liberty, State of Missouri, on December 13, 2002.

FERRELLGAS PARTNERS FINANCE CORP

By: /s/ James E. Ferrell

James E. Ferrell
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ James E. Ferrell ----- James E. Ferrell	President and Chief Executive Officer (Principal Executive Officer)	December 13, 2002
/s/ Kevin T. Kelly ----- Kevin T. Kelly	Senior Vice President and Chief Executive Officer (Principal Financial and Accounting Officer)	December 13, 2002

Exhibit Index

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* filed herewith

OPINION OF MAYER, BROWN, ROWE & MAW

Mayer, Brown, Rowe & Maw
700 Louisiana Street
Suite 3600
Houston, Texas 77002-2730

December 13, 2002

Ferrellgas Partners, L.P.
Ferrellgas Partners Finance Corp.
One Liberty Plaza
Liberty, MO 64068

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Ferrellgas Partners, L.P., a Delaware limited partnership (the "Partnership"), and Ferrellgas Partners Finance Corporation, a Delaware corporation ("Ferrell Finance," and together with the Partnership, the "Issuers"), in connection with the proposed sale of \$48 million aggregate principal amount of 8 3/4% senior notes due 2012 of the Issuers (the "Debt Securities"). The Debt Securities are more fully described in the Issuers' Form S-3 Registration Statement filed with the Securities and Exchange Commission on the date hereof (the "Registration Statement"), which incorporates by reference the Issuer's Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-71111) filed February 5, 1999, which amended registration statement includes (i) that particular base prospectus contained therein and (ii) that particular prospectus supplement to such base prospectus dated and filed as of the date hereof and forming a part thereof (such base prospectus and prospectus supplement are collectively referred to herein as the "Prospectus").

The Debt Securities will be (i) issued under an indenture dated as of September 24, 2002, among the Issuers and U.S. Bank, N.A., as trustee (the "Indenture"), and (ii) sold pursuant to an Underwriting Agreement dated as of September 10, 2002, as supplemented by a Terms Agreement thereunder dated December 11, 2002, among the Issuers and the underwriter named therein (together, the "Underwriting Agreement").

As special counsel to the Issuers, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Indenture, (ii) the Underwriting Agreement, (iii) the Registration Statement (including the Prospectus forming a part thereof), (iv) resolutions of the Board of Directors of Ferrell Finance and Ferrellgas, Inc., a Delaware corporation and the sole general partner of the Partnership (the "General Partner"), and (v) such other documents, faxes, certificates, instruments and records as we have deemed necessary and relevant for purposes hereof. We have also examined and relied upon certificates of officers of the General Partner and Ferrell Finance and faxes and certificates of public officials, as to certain matters of fact relating to this opinion and have made such investigations of law as we have deemed necessary and relevant as a basis hereof.

In our examinations and investigations, we have assumed: (i) the genuineness of all signatures on, and the authenticity of, all documents, faxes, certificates, instruments and records (collectively, the "Documents") submitted to us as originals and the conformity to the original documents, faxes, certificates, instruments and records of all such Documents submitted to us as copies; (ii) the truthfulness of all statements of fact set forth in such Documents; (iii) the due authorization, execution and delivery by the parties thereto, other than the Issuers and the General Partner, of all Documents examined by us; and (iv) that, to the extent such Documents purport to constitute agreements of parties other than the Issuers and the General Partner, such Documents constitute valid, binding and enforceable obligations of such other parties. In addition, and for purposes of our opinion, we have assumed that all Debt Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus.

Based on the foregoing and subject to the limitations, conditions and assumptions set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that when (i) the Debt Securities have been duly executed, authenticated and delivered in accordance with the provisions of the Indenture and (ii) sold in accordance with the provisions of the Underwriting Agreement, the Debt Securities will constitute valid and binding obligations of the Issuers enforceable against the Issuers in accordance with their terms, except as may be limited by bankruptcy, insolvency, fraudulent conveyance, reorganization and other similar laws affecting the rights and remedies of creditors generally and general principles of equity.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the caption "Legal Matters." In giving this consent, we do not admit that we are "experts," within the meaning of that term as used in the Securities Act or the

rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

The foregoing opinion is strictly limited to the matters stated herein, and no other or more extensive opinion is intended or implied or to be inferred beyond the matters expressly stated herein. The foregoing opinion is based on and is limited to, as in effect on the date hereof, the law of the Delaware Revised Uniform Limited Partnership Act, the General Corporation Law of the State of Delaware, which includes those statutory provisions as well as all applicable provisions of the Delaware Constitution, the internal laws of the State of New York and the reported judicial decisions interpreting such laws, and the relevant Federal law of the United States of America, and we render no opinion with respect to the law of any other jurisdiction or, without limiting the generality of the foregoing, the effect of the laws of any other jurisdiction.

It is understood that this opinion is to be used only in connection with the offer and sale of the Debt securities while the Registration Statement is in effect. This opinion is not a guarantee or an opinion respecting matters of fact and should not be construed or relied on as such. Other than as expressly stated above, we express no opinion on any issue relating to the Issuers or to any investment therein. The opinions expressed herein are as of the date hereof, and we undertake no responsibility to update this opinion after the date hereof and assume no responsibility for advising you of any changes with respect to any matters described in this opinion that may occur subsequent to the date hereof or with respect to the discovery subsequent to the date hereof of information not previously known to us pertaining to events occurring prior to the date hereof.

Sincerely,

MAYER, BROWN, ROWE & MAW

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. of our reports dated September 12, 2002, (which report relating to Ferrellgas Partners, L.P. expresses an unqualified opinion and includes an explanatory paragraph relating to a change in accounting principle) appearing in the Annual Report on Form 10-K/A of Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. for the year ended July 31, 2002. We also consent to the incorporation by reference in this registration statement of our report relating to Ferrellgas, Inc. and Subsidiaries dated September 12, 2002, (which report expresses an unqualified opinion and includes an explanatory paragraph relating to a change in accounting principle) appearing in Exhibit 99.15 to the Quarterly Report on Form 10-Q of Ferrellgas Partners, L.P. and Ferrellgas Partners Finance Corp. for the three months ended October 31, 2002. We also consent to the reference to us under the heading "Experts" in the prospectus that is incorporated by reference herein.

DELOITTE & TOUCHE LLP
Kansas City, Missouri
December 11, 2002