February 1, 1995

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

> RE: Ferrellgas Partners, L.P. Form 10-Q/A Commission File Number 1-11331

Gentlemen:

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934, Ferrellgas Partners, L.P. transmits for filing an amendment to its Quarterly Report on Form 10-Q for the quarter ended October 31, 1994. The filing has been effected through the EDGAR electronic filing system under Ferrellgas Partners, L.P.'s CIK No. 0000922358. Pursuant to Rule 302 of Regulation S-T, the Form 10-Q/A has been executed by typing the name of the signatory, with a manually signed signature page retained in Ferrellgas Partners, L.P.'s files.

By copy of this letter a conforming paper copy of the electronically filed Form 10-Q/A will be made pursuant to Rule 901(d) of Regulation S-T no later than six business days after the EDGAR submission.

If any questions should arise in connection with this submission, please call the undersigned at (816) 792-6809.

Very truly yours,

George L. Shuck Director of Administration Services

Enclosures

cc: A. Richard Tow Conformed paper copy to: Assistant Director Filer Support, SEC Operations Center Securities and Exchange Commission 450 Fifth Street, N.W. Alexandria, Virginia 22312-2413 Mail Stop 3-11 Washington, D.C. 20549

FORM 10-Q/A

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarter ended October 31, 1994

Commission file number 1-11331

Ferrellgas Partners, L.P. Ferrellgas, L.P. Ferrellgas Finance Corp.

(Exact name of registrants as specified in their charters)

Delaware 43-1675728 Delaware 43-1676206 Delaware 43-1677595 (States or other jurisdictions of(I.R.S. Employer Identification Nos.) (incorporation or organization)

One Liberty Plaza, Liberty, Missouri 64068

(Address of principal executive offices) (Zip Code)

Registrants' telephone number, including area code (816) 792-1600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Units	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have 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 October 31, 1994:

Ferrellgas Partners, L.P. - 14,100,000Common Units16,593,721Subordinated UnitsFerrellgas Finance Corp. - 1,000Shares of \$1 par value common stock

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits
- 27 Financial Data Schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

FERRELLGAS PARTNERS, L.P. FERRELLGAS, L.P. By: Ferrellgas, Inc. (General Partner)

Date: January 31, 1995

/s/ Danley K. Sheldon

By: Danley K. Sheldon Senior Vice President/ Chief Financial Officer (Principal Financial and Accounting Officer)

FERRELLGAS FINANCE CORP.

- Date: January 31, 1995 /s/ Danley K. Sheldon
 - By: Danley K. Sheldon Senior Vice President/ Chief Financial Officer (Principal Financial and Accounting Officer)

[TYPE] EX27 [DESCRIPTION] ART.5 FDS FOR 1ST QUARTER 10-Q FOR FERRELLGAS PARTNERS, L.P. [ARTICLE] 5 [MULTIPLIER] 1,000 [PERIOD-TYPE] 3-MOS [FISCAL-YEAR-END] JUL-31-1995 [PERIOD-END] OCT-31-94 \$13,093 [CASH] [SECURITIES] 0 68,672 [RECEIVABLES] [ALLOWANCES] 574 [INVENTORY] 68,251 153,260 [PP&E] 455,582 [DEPRECIATION] 162,099 [TOTAL-ASSETS] 515,922 [CURRENT-LIABILITIES] 115,679 [BONDS] 266,886 [COMMON] 0 [PREFERRED-MANDATORY] 0 [PREFERRED] 0 [OTHER-SE] 120,727 515,922 111,784 [SALES] 119,413 [CGS] 67,411 [TOTAL-COSTS] 45,325 [OTHER-EXPENSES] 18 [LOSS-PROVISION] 227 7,098 [INTEREST-EXPENSE] [INCOME-PRETAX] (666)[INCOME-TAX] 0 [INCOME-CONTINUING] (666)0 [DISCONTINUED] [EXTRAORDINARY] 0 [CHANGES] 0 [NET-INCOME] (666)[EPS-PRIMARY] (0.02)[EPS-DILUTED] 0 [DESCRIPTION] ART.5 FDS FOR 1ST QUARTER 10-Q FOR FERRELLGAS, L.P. [ARTICLE] 5 [MULTIPLIER] 1,000 [PERIOD-TYPE] 3-MOS [FISCAL-YEAR-END] JUL-31-1995 [PERIOD-END] OCT-31-94 \$13,093 [CASH] [SECURITIES] 0 68,672 [RECEIVABLES] [ALLOWANCES] 574 68,251 [INVENTORY] 153,260 [PP&E] 455,582 [DEPRECIATION] 162,099 [TOTAL-ASSETS] 515,922 115,679 [CURRENT-LIABILITIES] [BONDS] 266,886 [COMMON] 0 0 [PREFERRED-MANDATORY] [PREFERRED] 0 121,959 [OTHER-SE] 515,922 [SALES] 111,784 119,413 67,411 [CGS] [TOTAL-COSTS] 45,325 [OTHER-EXPENSES] 25 [LOSS-PROVISION] 227 7,098 [INTEREST-EXPENSE] [INCOME-PRETAX] (673)[INCOME-TAX] 0 (673) [INCOME-CONTINUING]

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[DESCRIPTION] AF	RT.5 FDS FOR 1ST	QUARTER 10-	Q FOR FERRELLGA	S FINANCE CORP.
[ARTICLE] 5 [MULTIPLIER] 1,000)			
[PERIOD-TYPE] 3-M0 [FISCAL-YEAR-END] [PERIOD-END] OCT- [CASH] [SECURITIES] [RECEIVABLES] [ALLOWANCES] [INVENTORY] [CURRENT-ASSETS] [PP&E] [DEPRECIATION] [TOTAL-ASSETS] [CURRENT-LIABILIT] [BONDS] [COMMON] [PREFERRED-MANDATO [PREFERRED] [OTHER-SE] 1 [SALES] [CGS] [TOTAL-COSTS] [OTHER-EXPENSES] [LOSS-PROVISION] [INTEREST-EXPENSES] [LOSS-PROVISION] [INTEREST-EXPENSES] [INCOME-TAX] [INCOME-CONTINUINO [DISCONTINUED] [EXTRAORDINARY] [CHANGES] [NET-INCOME] [EPS-PRIMARY] [EPS-DILUTED]	JUL-31-1995 31-94 \$: [ES] DRY]	L D D D D D L D D D D D D D D D D D D D		