

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 earliest event reported: July 3, 2003

Date of report: July 3, 2003

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

1-111331

43-1698480

(State or other
jurisdiction of
incorporation)

Commission file
number

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

One Liberty Plaza, Liberty, Missouri 64068

(Address of principal executive offices, including zip code)

(816) 792-1600

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

On June 27, 2003, Ferrellgas Partners, L.P. and affiliates issued 1,250,000 common units representing limited partner interests pursuant to an underwritten public offering. We received net proceeds of approximately \$26.3 million from the sale of our common units and the payment to us from the exercise of the affiliate common unit options exercised. The net proceeds received from the sale of our common units were \$21.59 per common unit after deducting underwriting discounts and commissions. These proceeds and additional cash were used to redeem and retire a portion of our outstanding senior units.

Pursuant to the underwriting agreement, the underwriter was also granted an option to purchase an additional 187,500 common units to cover any over-allotments. An over-allotment option of 110,000 common units was exercised on July 3, 2003. Proceeds obtained from the exercise of this over-allotment option will be used to redeem and retire a portion of our outstanding senior units.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) The following material is filed as an exhibit to this Current Report on Form 8-K.

Exhibit Number	Description
-----	-----
5.1	Opinion of Mayer, Brown, Rowe & Maw as to the legality of the common units issued by Ferrellgas Partners, L.P. pursuant to the

above-referenced underwriting agreement.

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 thereunto duly authorized.

FERRELLGAS PARTNERS, L.P.

By Ferrellgas, Inc. (General Partner)

Date: July 3, 2003

By /s/ Kevin T. Kelly

Kevin T. Kelly
Senior Vice President and
Chief Financial Officer (Principal
Financial and Accounting Officer)

INDEX TO EXHIBITS

Exhibit No. -----	Description of Exhibit -----
5.1	Opinion of Mayer, Brown, Rowe & Maw as to the legality of the common units issued by Ferrellgas Partners, L.P. pursuant to the above-referenced underwriting agreement.

July 3, 2003

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

Main Tel (713) 221-1651
Main Fax (713) 224-6410
www.mayerbrownrowe.com

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

Re: Equity Issuance from Shelf 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 "Issuer"), in connection with the preparation of (i) a registration statement on Form S-3, as amended (Registration No. 333-103267) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and declared effective by the Commission on June 11, 2003, related to the offering from time to time, of up to \$500,000,000 of securities of, among others, the Issuer, including common units of the Issuer, (ii) the prospectus contained in the Registration Statement (the "Prospectus") and (iii) the final prospectus supplement to the Prospectus as filed with the Commission on June 25, 2003 (the "Final Prospectus"). Pursuant to the Prospectus, the Final Prospectus and an Underwriting Agreement dated as of June 24, 2003, among the underwriter named therein, the Issuer, the Attorney-in-fact for the applicable selling unitholders named therein and particular other parties named therein (the "Underwriting Agreement"), the Issuer is offering 110,000 common units (the "Offered Units") to the public (the "Offering").

As special counsel to the Issuer, we have examined, reviewed and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Certificate of Limited Partnership of the Issuer, (ii) the Fourth Amended and Restated Agreement of Limited Partnership of the Issuer (the "Partnership Agreement"), (iii) the Registration Statement, (iv) the Prospectus, (v) the Final Prospectus, (vi) the Underwriting Agreement, (vii) resolutions of the Board of Directors of the general partner of the Issuer (the "General Partner") regarding, among other things, the Registration Statement, the Prospectus, the Final Prospectus and the Offering, (viii) the Issuer's Registration Statement on Form 8-A/A, as filed with the Commission on February 18, 2003, and (ix) such other documents, faxes, certificates, instruments and records as we have deemed necessary, desirable or relevant for purposes hereof. We have also examined, reviewed and relied upon certificates of officers of the General Partner 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.

Ferrellgas Partners, L.P.
July 3, 2003
Page 2

In our examinations and investigations, we have assumed (i) the genuineness of all signatures on, and the authenticity of, all of the foregoing 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 Issuer 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 Issuer and the General Partner, such Documents constitute valid, binding and enforceable obligations of such other parties.

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 issued in accordance with the terms and provisions of the Underwriting Agreement, and upon the Issuer's receipt of the consideration set forth in the Underwriting Agreement, the Offered Units will be duly authorized, validly issued and, on the assumption that the holders of the Offered Units take no part in the control of the Issuer's business and otherwise act in conformity with the provisions of the Partnership Agreement regarding the control and management of the Issuer, the

Offered Units will be fully paid and non-assessable (except as non-assessability may be affected by particular provisions of the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act")).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement or a Current Report on Form 8-K of the Issuer, and to the reference to us in the Prospectus and Final 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 Commission issued thereunder, with respect to any part of the Registration Statement, the Prospectus or the Final Prospectus, 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 Delaware 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 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 laws of any other jurisdiction or, without limiting the generality of the foregoing, the effect of the laws of any other jurisdiction.

Ferrellgas Partners, L.P.
July 3, 2003
Page 3

It is understood that this opinion is to be used only in connection with the offer and sale by the Issuer of the Offered Units while the Registration Statement, the Prospectus and the Final Prospectus are in effect. Other than as expressly stated above, we express no opinion on any issue relating to the Issuer 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,

/s/ Mayer, Brown, Rowe & Maw LLP

MAYER, BROWN, ROWE & MAW LLP