

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 4

Ferrellgas Partners, L.P.

(Name of Issuer)

Common Units, \$1.00 par value

(Title of Class of Securities)

315293100

(CUSIP Number)

CUSIP NO.
315293100

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or place of Organization

New York

Number of Shares Beneficially Owned By Each Reporting Person With
5. Sole Voting Power
0

6. Shared Voting Power
1,463,470

7. Sole Dispositive Power
0

8. Shared Dispositive Power
1,463,470

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,463,470

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
10.0%

12. Type of Reporting Person
BD-PN-IA

CUSIP NO.
315293100

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

The Goldman Sachs Group, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or place of Organization

Delaware

Number of 5. Sole Voting Power
Shares

Beneficially 0
Owned By

Each 6. Shared Voting Power

Reporting 1,463,470
Person With

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,463,470

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,463,470

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

10.0%

12. Type of Reporting Person

HC-PN

Item 4. Ownership.

- (a). Amount beneficially owned:
See the responses(s) to Item 9 on the attached cover page(s).
- (b). Percent of class:
See the response(s) to Item 11 on the attached cover page(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 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, 1997

THE GOLDMAN SACHS GROUP, L.P.
By: The Goldman Sachs Corporation,
its general partner

By: /s/ William J. Buckley

Name: William J. Buckley
Title: Executive Vice President

GOLDMAN, SACHS & CO.

By: /s/ William J. Buckley

Name: William J. Buckley
Title: Managing Director