

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A
AMENDMENT NO. 1

TO

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2004

Commission file number 1-1398

UGI UTILITIES, INC.
(EXACT NAME OF REGISTRANTS AS SPECIFIED IN THEIR CHARTERS)

Pennsylvania
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

23- 1174060
(I.R.S. EMPLOYER IDENTIFICATION NO.)

100 Kachel Boulevard, Suite 400, Green Hills Corporate Center Reading, PA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(610) 796-3400
(REGISTRANTS' TELEPHONE NUMBER, INCLUDING AREA CODE)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark whether the registrant is an accelerated filer (as
defined in Rule 12b-2 of the Act). Yes [] No [X]

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K for the fiscal year ended September 30, 2004 is filed to set forth Part III, Item 14, Principal Accounting Fees and Services, and to indicate that the registrant is not an accelerated filer (as defined in Rule 12b-2 of the Act).

PART III

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The aggregate fees billed by PricewaterhouseCoopers LLP, the independent public accountants of UGI Utilities ("the Company"), in Fiscal Year 2004 and 2003 were as follows:

	2004		2003	
	FEES	% OF TOTAL	FEES	% OF TOTAL
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AUDIT FEES - For professional services rendered for (i) the audit of the annual financial statements, (ii) the reviews of the interim financial statements included in the Quarterly Reports on Form 10-Q, and (iii) comfort and consent letters.	\$173,500	100%	\$173,100	79.7%
AUDIT-RELATED FEES - For professional services rendered for audit of employee benefit plans.	---		16,350	7.5%
TAX FEES	---		---	
ALL OTHER FEES - Compliance with Section 404 of Sarbanes-Oxley.	---		27,713	12.8%
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TOTAL FEES	\$173,500	100%	\$217,163	100%

In the course of its meetings, the Audit Committee considered whether the provision by PricewaterhouseCoopers of the professional services described in this section is compatible with PricewaterhouseCoopers' independence. The Committee concluded that the independent public accountants are independent from the Company and its management.

Consistent with SEC policies regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of the Company's independent accountants. In recognition of this responsibility, the Audit Committee has a policy of pre-approving all audit and permissible non-audit services provided by the independent accountants.

Prior to engagement of the Company's independent accountants for the next year's audit, management submits a list of services and related fees expected to be rendered during that year within each of the four categories of services noted above to the Audit Committee for approval.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a)(3) Exhibits

- 31.1 Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- 31.2 Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

UGI Utilities, Inc.

By: /s/ John C. Barney

John C. Barney
Senior Vice President - Finance
and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. - - - - -	DESCRIPTION - - - - -
31.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
31.2	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act

EXHIBIT 31.1 CERTIFICATION

I, David W. Trego, certify that:

1. I have reviewed this Amendment No.1 on Form 10-K/A to the annual report on Form 10- K for the fiscal year ended September 30, 2004 (as amended, the "annual report") of UGI Utilities, Inc.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: June 20, 2005

/s/ David W. Trego

David W. Trego
President and Chief Executive Officer
of UGI Utilities, Inc.

EXHIBIT 31.2 CERTIFICATION

I, John C. Barney, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-K/A to the annual report on Form 10- K for the fiscal year ended September 30, 2004 (as amended, the "annual report") of UGI Utilities, Inc.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report.

Date: June 20, 2005

/s/ John C. Barney

John C. Barney
Senior Vice President - Finance and
Chief Financial Officer of UGI Utilities, Inc.