
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 Report (Date of Earliest Event Reported):

October 3, 2007

AmeriGas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware

1-13692

23-2787918

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

460 No. Gulph Road, King of Prussia, Pennsylvania

19406

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610 337-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On October 3, 2007, AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P. (the "Partnership") issued a press release announcing expected financial results for the Partnership for the fiscal year ended September 30, 2007. A copy of the press release is furnished as Exhibit 99 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished herewith:

99 Press Release of AmeriGas Partners, L.P. dated October 3, 2007, reporting expected financial results for the fiscal year ended September 30, 2007.

SIGNATURES

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 hereunto duly authorized.

AmeriGas Partners, L.P.

October 3, 2007

By: *Margaret M. Calabrese*

Name: Margaret M. Calabrese

Title: Assistant Secretary of AmeriGas Propane, Inc., the general partner of AmeriGas Partners, L.P.

Exhibit Index

Exhibit No.	Description
99	Press Release of AmeriGas Partners, L.P. dated October 3, 2007, reporting expected financial results for the fiscal year ended September 30, 2007.

Contact: 610-337-1000
Robert W. Krick, Ext. 3645
Brenda Blake, Ext. 3202

For Release:
Immediate

October 3, 2007

AmeriGas Partners Issues Earnings Guidance and Schedules Fourth Quarter Conference Call

VALLEY FORGE, Pa., October 3 — AmeriGas Propane, Inc., general partner of AmeriGas Partners, L.P. (NYSE: APU), today announced earnings guidance for fiscal years 2007 and 2008. AmeriGas Partners expects to report earnings for its fiscal year ended September 30, 2007 of approximately \$142 million excluding a gain of approximately \$46 million on the sale of a propane storage terminal as previously announced. Earnings before interest expense, income taxes, depreciation, amortization and the gain of \$46 million on the terminal sale, (adjusted EBITDA) are expected to be a record of approximately \$290 million for the year.

Lon R. Greenberg, chairman of AmeriGas, said, "Having made considerable progress on all of its key strategies in fiscal 2007, AmeriGas expects to report EBITDA of approximately \$300 million to \$310 million for its fiscal year ending September 30, 2008, assuming normal weather patterns this coming winter."

AmeriGas Partners is scheduled to release more detailed results for the fiscal year ended September 30, 2007 on November 14, 2007.

AmeriGas Partners will host its fourth quarter and fiscal year end 2007 earnings conference call on Wednesday, November 14, 2007, at 4:00 PM ET. Interested parties may listen to a live audio broadcast of the conference call at <http://www.shareholder.com/ugi/APU/medialist.cfm>. A telephonic replay of the call can be accessed approximately one hour after the completion of the call at 1-888-203-1112, passcode 9058142; (International replay 719-457-0820, passcode 9058142) through midnight, Friday, November 16, 2007.

AmeriGas Partners is the nation's largest retail propane marketer, serving nearly 1.3 million customers from over 600 locations in 46 states. UGI Corporation (NYSE: UGI), through subsidiaries, owns 44% of the Partnership and individual unitholders own the remaining 56%.

— **MORE** —

This press release contains certain forward-looking statements which management believes to be reasonable as of today's date only. Actual results may differ significantly because of risks and uncertainties that are difficult to predict and many of which are beyond management's control. Among them are adverse weather conditions, product cost volatility and availability of propane, the capacity to transport propane to our market areas, and regional economic conditions. You should read the Partnership's Annual Report on Form 10-K for a more extensive list of factors that could affect results. The Partnership undertakes no obligation to release revisions to its forward-looking statements to reflect events or circumstances occurring after today.

The following table includes a reconciliation of forecasted net income to forecasted EBITDA for the fiscal year ending September 30, 2008.

	Forecast Fiscal Year Ending September 30, 2008 (in millions)
Net income (estimate)	\$ 152
Interest Expense (estimate)	72
Income taxes (estimate)	1
Depreciation (estimate)	75
Amortization (estimate)	5
EBITDA (estimate)	<u>\$ 305</u>

Comprehensive information about AmeriGas is available on the Internet at **www.amerigas.com**.

AP-15 ### 10/3/07