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STAR GAS PARTNERS LP  
Form SC 13D  
April 06, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934\*

Star Gas Partners, L.P.

-----  
(Name of Issuer)

Common Units

-----  
(Title of Class of Securities)

85512C105

-----  
(CUSIP Number of Class of Securities)

Daniel S. Loeb  
Third Point LLC  
360 Madison Avenue, 24th Floor  
New York, NY 10017  
(212) 224-7400

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:  
Jack H. Nusbaum  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

April 6, 2005

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(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 85512C105  
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Page 1 of 8 Pages  
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Daniel S. Loeb	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,100,000
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,100,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	2,100,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

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6.53%

14 TYPE OF REPORTING PERSON\*

IN

SCHEDULE 13D

CUSIP No. 85512C105

Page 2 of 8 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Third Point LLC (f/k/a Third Point Management Company L.L.C.)  
I.D. #13-3922602

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

2,100,000

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,100,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,100,000

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	6.53%
14	TYPE OF REPORTING PERSON*	OO

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed on behalf of Third Point LLC, a Delaware limited liability company formerly known as Third Point Management Company L.L.C. (the "Management Company"), and Daniel S. Loeb, an individual ("Mr. Loeb" and, together with the Management Company, the "Reporting Persons") and relates to the common units (the "Common Units") of Star Gas Partners, L.P., a Delaware limited partnership (the "Partnership"). This Amendment No. 1 amends the Schedule 13D filed with the Securities and Exchange Commission on February 14, 2005 (the "Original Schedule 13D"). Capitalized terms used in this Amendment No. 1 but not otherwise defined herein have the meanings ascribed to them in the Original Schedule 13D.

The Management Company is the investment manager or adviser to a variety of hedge funds and managed accounts (such funds and accounts, collectively, the "Funds"). The Funds directly own the Common Units to which this Amendment No.1 relates, and the Reporting Persons may be deemed to have beneficial ownership over such Common Units by virtue of the authority granted to them by the Funds to vote and to dispose of the securities held by the Funds, including the Common Units.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

The Funds expended an aggregate of \$12,012,320.87 of their own investment capital to acquire the 2,100,000 Common Units held by them. The Common Units were acquired in open market purchases.

The Funds effect purchases of securities primarily through margin accounts maintained for them with Bear, Stearns Securities Corp. and Goldman, Sachs & Co. (the "Primary Brokers") which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

The purpose of the acquisition of the Common Units by the Funds is for investment. The Reporting Persons may cause the Funds to make further acquisitions of Common Units from time to time or to dispose of any or all of

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the Common Units held by the Funds at any time.

The Reporting Persons, through one of the Primary Brokers and Cede & Co. (as nominee for the Depository Trust Company), have requested lists of limited partners and unitholders of the Partnership in order to communicate with the Partnership's limited partners and unitholders in connection with the possible removal, through a consent solicitation, of Star

3

Gas, LLC as the general partner of the Partnership. The Reporting Persons are filing this Amendment No. 1 as a result of their decision to explore the removal of the Partnership's general partner.

The Reporting Persons are engaged in the investment business. In pursuing this business, the Reporting Persons analyze the operations, capital structure and markets of companies, including the Partnership, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). From time to time, one or more of the Reporting Persons may hold discussions with third parties or with management of such companies in which the Reporting Persons may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Except as set forth above the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Partnership and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

(a) As of the date of this Amendment No.1, the Management Company beneficially owns 2,100,000 Common Units. The Management Company shares voting and dispositive power over such holdings with Mr. Loeb and with the Funds. As of April 5, 2005, the Shares represented 6.53% of the total 32,165,528 Common Units outstanding at February 2, 2005 as reported in the Partnership's quarterly report on Form 10-Q for the period ended December 31, 2004. None of the individual Funds owns a number of shares of Common Units equal to or greater than 5% of such total Common Units outstanding.

(b) The Management Company and Mr. Loeb share voting and dispositive power over the 2,100,000 Common Units held directly by the Funds.

(c) Schedule A hereto sets forth certain information with respect to transactions by the Funds, at the direction of the Reporting Persons, in the Common Units during the past sixty days.

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All of the transactions set forth on Schedule A, except as may be otherwise noted therein, were effected in open market purchases on the New York Stock Exchange through the Primary Brokers.

4

Except as set forth above and on Schedule A, during the last sixty days there were no transactions in the Common Units effected by the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members.

(d) Other than the Funds that directly hold the Shares, and except as set forth in this Item 5, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) Not applicable.

5

Schedule A  
(Transactions by the Funds in Common Units  
during the past sixty days)

Date	Transaction	Shares	Price Per Share
3/3/2005	Buy	54,500	\$3.6179
3/11/2005	Buy	75,000	\$3.6410
3/14/2005	Buy	25,000	\$3.6813

7

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 6, 2005

THIRD POINT LLC

By: /s/ Daniel S. Loeb

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Name: Daniel S. Loeb  
Title: Managing Member

/s/ Daniel S. Loeb

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Daniel S. Loeb