

Bylinsky Gregory
Form 4
May 27, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bandera Partners LLC

2. Issuer Name and Ticker or Trading Symbol
STAR GAS PARTNERS LP [SGU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
50 BROAD STREET, SUITE 1820
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2010

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10004

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units | 05/24/2010 | | P | 300 ⁽¹⁾ ₍₂₎ A \$ 4.29 | 7,446,895 ⁽¹⁾ ₍₂₎ | I | See footnote <u>(1)</u> <u>(2)</u> |
| Common Units | 05/25/2010 | | P | 78,714 ⁽¹⁾ ₍₂₎ A \$ 4.2895 | 7,525,609 ⁽¹⁾ ₍₂₎ | I | See footnote <u>(1)</u> <u>(2)</u> |
| Common Units | 05/26/2010 | | P | 38,200 ⁽¹⁾ ₍₂₎ A \$ 4.2998 | 7,563,809 ⁽¹⁾ ₍₂₎ | I | See footnote <u>(1)</u> <u>(2)</u> |
| Common Units | 05/27/2010 | | P | 600 ⁽¹⁾ ₍₂₎ A \$ 4.3 | 7,564,409 ⁽¹⁾ ₍₂₎ | I | See footnote <u>(1)</u> <u>(2)</u> |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bandera Partners LLC 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |
| Bylinsky Gregory 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |
| Gramm Jefferson 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |
| Shpiz Andrew 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |

Signatures

/s/ Gregory Bylinsky, Managing Director, On behalf of Bandera Partners LLC

05/27/2010

**Signature of Reporting Person

Date

/s/ Gregory Bylinsky

05/27/2010

