

Vermynlen Paul A Jr
Form 4
April 28, 2006

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vermynlen Paul A Jr

(Last) (First) (Middle)

2 COUNT RUMFORD LANE

(Street)

HUNTINGTON, NY 11743

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STAR GAS PARTNERS LP [SGU]

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

04/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	04/28/2006		X ⁽¹⁾	30,605	A \$ 2 30,605	D	
Common Units	04/28/2006		S	30,605	D (2) \$ 2.43 0 (3)	D	

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights (right to buy)	\$ 2	04/28/2006		X ⁽¹⁾		30,605		04/06/2006	04/25/2006	Common Units	30,605

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vermynlen Paul A Jr 2 COUNT RUMFORD LANE HUNTINGTON, NY 11743	X			

Signatures

/s/ Paul A.
Vermynlen, Jr. 04/28/2006

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Prior to the reporting person becoming a Section 16 insider, the reporting person exercised in-the-money subscription rights to purchase
- (1) 0.6121 of a Common Unit for each Common Unit then owned by the reporting person in a rights offering by the Issuer to all holders of Common Units. The closing of the rights offering did not occur until April 28, 2006.
- (2) On April 26, 2006, the reporting person contributed these Common Units to Kestrel Energy Partners, L.P., a private equity investment firm formed by the reporting person and other investors ("Kestrel"), in exchange for additional membership interests in Kestrel.
- (3) Represents the closing price of the Issuer's Common Units on April 26, 2006, the effective date of contribution of the reporting person's Common Units to Kestrel.

Remarks:

Paul A. Vermynlen, Jr. is the Chairman of the Board of Directors of Kestrel Heat, LLC, the general partner of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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