

STAR GAS PARTNERS LP
Form SC 13G/A
February 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Star Gas Partners, L.P.
(Name of Issuer)

Common Units
(Title of Class of Securities)

85512C105
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of
this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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

CUSIP No.85512C105

Schedule 13G

- 1) NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Bandera Partners LLC
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | | |
|--|----|-------------------------------------|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5) | SOLE VOTING POWER
4,960,100 | |
| | 6) | SHARED VOTING POWER
0 | |
| | 7) | SOLE DISPOSITIVE POWER
4,960,100 | |
| | 8) | SHARED DISPOSITIVE POWER
0 | |
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,960,100
- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.5%
- 12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

CUSIP No.85512C105

Schedule 13G

- 1) NAMES OF REPORTING PERSONS
 IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Gregory Bylinsky
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
 (b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States
- | | |
|--|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5) SOLE VOTING POWER
0
<hr/> 6) SHARED VOTING POWER
4,960,100
<hr/> 7) SOLE DISPOSITIVE POWER
0
<hr/> 8) SHARED DISPOSITIVE POWER
4,960,100 |
|--|--|
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,960,100
- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.5%
- 12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

CUSIP No.85512C105

Schedule 13G

- 1) NAMES OF REPORTING PERSONS
 IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Jefferson Gramm
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
 (b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States
- | | | |
|--|----|---------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5) | SOLE VOTING POWER
0 |
| | 6) | SHARED VOTING POWER
4,960,100 |
| | 7) | SOLE DISPOSITIVE POWER
0 |
| | 8) | SHARED DISPOSITIVE POWER
4,960,100 |
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,960,100
- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.5%
- 12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

CUSIP No.85512C105

Schedule 13G

- 1) NAMES OF REPORTING PERSONS
 IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 William Gramm
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
 (b)
- 3) SEC USE ONLY
- 4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States
- | | | |
|--|----|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5) | SOLE VOTING POWER
110,000
<hr/> |
| | 6) | SHARED VOTING POWER
0
<hr/> |
| | 7) | SOLE DISPOSITIVE POWER
110,000
<hr/> |
| | 8) | SHARED DISPOSITIVE POWER
0 |
- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 110,000
- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES (SEE