

FERRELL COS INC EMPLOYEE STOCK OWNERSHIP TRUST
Form SC 13G/A
February 05, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)

FERRELLGAS PARTNERS, L.P.
(NAME OF ISSUER)

Common Units
(TITLE OF CLASS OF SECURITIES)

315293 10 0

(CUSIP NUMBER)

E. Vaughn Gordy
LaSalle Bank N.A., Trustee
ESOP Trustee Services
135 S. LaSalle Street, Suite 1960
Chicago, Illinois 60603

Copy to:
Kevin Kelly
Sr. Vice President & CFO
Ferrellgas, Inc.
One Liberty Plaza
Liberty, Missouri 64068

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS)

December 31, 2003
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

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

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

SCHEDULE 13G

CUSIP No. 315293 10 0

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ferrell Companies, Inc. Employee Stock Ownership Trust

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43-1820905

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /
(b) / /

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

18,708,005

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

18,708,005

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,708,005

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

43%

12. TYPE OF REPORTING PERSON*

EP

ITEM 1.

(a) NAME OF ISSUER:

Ferrellgas Partners, L.P., a Delaware limited partnership

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Liberty Plaza, Liberty, Missouri 64068

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ITEM 2.

(a) NAME OF PERSON FILING:

Ferrell Companies, Inc. Employee Stock Ownership Trust

(b) ADDRESS OR PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

One Liberty Plaza, Liberty, Missouri, Missouri 64068

(c) CITIZENSHIP:

Illinois

(d) TITLE OF CLASS OF SECURITIES:

Common Units

(e) CUSIP NO.:

315293 10 0

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13D-1(B), OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

(a) / / Broker or dealer registered under section 15 of the Act.

(b) /X/ Bank as defined in section 3(a)(6) of the Act.

(c) / / Insurance company as defined in section 3(a)(19) of the Act.

(d) / / Investment company registered under section 8 of the Investment Company Act of 1940.

(e) / / An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E).

(f) / / An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).

(g) / / A parent holding company or control person in accordance with section 240.13d-1(b)(ii)(G).

(h) / / A savings association as defined in section 3(b) of the Federal Deposit Insurance Act.

(i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.

(j) / / Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to section 240.13d-1(c), check this box:

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned: 18,708,005 Common Units .

(b) Percent of class: 43% .

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(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 18,708,005 .
- (ii) Shared power to vote or to direct the vote: -0- .
- (iii) Sole power to dispose or to direct the disposition of: 18,708,005 .
- (iv) Shared power to dispose or to direct the disposition of: -0- .

ITEM 5. OWNERSHIP OF 5 PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: / /

ITEM 6. OWNERSHIP OF MORE THAN 5 PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated as of February 3, 2004.

LASALLE BANK N.A., as trustee of
the Ferrell Companies, Inc.
Employee Stock Ownership Trust

By: /s/ E. Vaughn Gordy

E. Vaughn Gordy
Senior Vice President
ESOP Trustee Services