



ITEM 7.01. REGULATION FD DISCLOSURE

ITEM 8.01. OTHER EVENTS

On January 21, 2010, Suburban Propane Partners, L.P. (the Partnership ) issued a press release (the Press Release ) announcing its Fiscal 2010 First Quarter Distribution Declaration. A copy of the Press Release has been furnished as Exhibit 99.1 to this Current Report.

In accordance with Treasury Regulation 1.1446-4(d), a qualified notice was issued to the New York Stock Exchange indicating that this distribution represents income effectively connected with a U.S. business (ECI) and that all nominees are responsible for withholding 35% of the fiscal 2010 first quarter distribution to foreign investors (nonresident aliens, foreign corporations, foreign trusts and foreign estates) as required under Section 1446 of the Internal Revenue Code.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press Release of Suburban Propane Partners, L.P. dated January 21, 2010, announcing the Fiscal 2010 First Quarter Distribution Declaration.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

January 21, 2010

SUBURBAN PROPANE PARTNERS, L.P.

By: /s/ MICHAEL A. STIVALA

Name: Michael A. Stivala

Title: Chief Financial Officer

EXHIBITS

| Exhibit No. | Exhibit  |
|-------------|--|
| 99.1        | Press Release of Suburban Propane Partners, L.P. dated January 21, 2010, announcing the 2010 First Quarter Distribution Declaration. |