

FERRELL COS INC EMPLOYEE STOCK OWNERSHIP TRUST

Form SC 13G/A

February 13, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 8)

FERRELLGAS PARTNERS, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

315293 10 0

(CUSIP Number)

Kevin B. Kolb

GreatBanc Trust Company, Trustee

1301 West 22nd Street, Suite 800

Oak Brook, IL 60523-3391

Copy to:

Kevin Kelly

Sr. Vice President & CFO

Ferrell Companies, Inc.

7500 College Blvd., Suite 1000

Overland Park, KS 66210

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2006

(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-(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

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

-0-

6. SHARED VOTING POWER

20,327,666

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

20,327,666

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,327,666

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

/ /

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

32%

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:**

7500 College Blvd., Suite 1000, Overland Park, KS 66210

Item 2.

(a) **Name of person filing:**

Ferrell Companies, Inc. Employee Stock Ownership Trust

(b) **Address or principal business office or, if none, residence:**

7500 College Blvd., Suite 1000, Overland Park, KS 66210

(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:

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- (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) /x/ An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
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- (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: 20,327,666 Common Units.

- (b) Percent of class: 32%.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-.
 - (ii) Shared power to vote or to direct the vote: 20,327,666.
 - (iii) Sole power to dispose or to direct the disposition of: -0-.
 - (iv) Shared power to dispose or to direct the disposition of: 20,327,666.

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 7 2007

GreatBanc Trust Company, as trustee of the Ferrell
Companies, Inc. Employee Stock Ownership Trust

By: /s/ Kevin B. Kolb
 Kevin B. Kolb
 Vice President