

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person * CROSSTEX ENERGY INC (Last) (First) (Middle) 2501 CEDAR SPRINGS SUITE 600 (Street) DALLAS TX 75201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CROSSTEX ENERGY LP [XTEX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common units representing limited partnership interests							333,000 ⁽¹⁾	D	

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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
See footnote ⁽²⁾	(3)						(3)	(3)	Common Units representing limited partnership interests		4,667,000 ⁽¹⁾	D	

1. Name and Address of Reporting Person *
CROSSTEX ENERGY INC
 (Last) (First) (Middle)
 2501 CEDAR SPRINGS SUITE 600
 (Street)
 DALLAS TX 75201
 (City) (State) (Zip)

1. Name and Address of Reporting Person *
CROSSTEX HOLDINGS GP LLC
 (Last) (First) (Middle)
 2501 CEDAR SPRINGS SUITE 600
 (Street)
 DALLAS TX 75201
 (City) (State) (Zip)

1. Name and Address of Reporting Person *

CROSSTEX HOLDINGS LP

(Last) (First) (Middle)

2501 CEDAR SPRINGS
SUITE 600

(Street)

DALLAS TX 75201

(City) (State) (Zip)

Explanation of Responses:

1. These securities were issued to Crosstex Energy, Inc. (formerly known as Crosstex Energy Holdings Inc.) upon the closing of the Issuer's initial public offering December 17, 2002. Crosstex Energy, Inc. assigned ownership of these securities to Crosstex Holdings, L.P., an indirect wholly-owned subsidiary of Crosstex Energy, Inc., in October, 2003. Crosstex Holdings GP, LLC, a wholly owned subsidiary of Crosstex Energy, Inc., is the general partner of Crosstex Holdings, L.P.

2. Subordinated units representing limited partnership interests

3. The subordination period will end once the financial tests in the Issuer's partnership agreement are met. When the subordination period ends, each remaining subordinated unit will convert into one common unit.

By: Crosstex Energy, Inc., By: /s/
William W. Davis, Executive Vice
President and Chief Financial
Officer 02/17/2004

By: Crosstex Holdings GP, LLC,
By: Crosstex Energy, Inc.,
Member, By: /s/ William W. 02/17/2004
Davis, Executive Vice President
and Chief Financial Officer

By: Crosstex Holdings, L.P., By:
Crosstex Holdings GP, LLC, its
General Partner, By Crosstex
Energy, Inc., Member, By: /s/ 02/17/2004
William W. Davis, Executive Vice
President and Chief Financial
Officer

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 99.1

Form 5 Joint Filer Information

Name: Crosstex Holdings GP, LLC

Address: 2501 Cedar Springs
Suite 600
Dallas, Texas 75201

Designated Filer: Crosstex Energy, Inc.

Issuer & Ticker Symbol: Crosstex Energy, L.P. (XTEX)

Date of Event Requiring Statement: 12/31/03

Signature: Crosstex Energy GP, LLC

By: Crosstex Energy, Inc., Member

By: /s/ William W. Davis

Name: William W. Davis

Title: Executive Vice President and Chief Financial Officer

Name: Crosstex Holdings, L.P.

Address: 2501 Cedar Springs
Suite 600
Dallas, Texas 75201

Designated Filer: Crosstex Energy, Inc.

Issuer & Ticker Symbol: Crosstex Energy, L.P. (XTEX)

Date of Event Requiring Statement: 12/31/03

Signature: Crosstex Holdings, LP

By: Crosstex Energy GP, LLC, its General Partner

By: Crosstex Energy, Inc., Member

By: /s/ William W. Davis

Name: William W. Davis

Title: Executive Vice President and Chief Financial Officer
