

Energy Transfer Equity, L.P.

Form 4

January 15, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARREN KELCY L**

(Last) (First) (Middle)

3738 OAK LAWN AVENUE

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Energy Transfer Equity, L.P. [ETE]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/14/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Units                       | 01/14/2015                              |   | P                                       | 400,000 A \$ 48   | 3,879,950  | I   | By Kelcy<br>Warren<br>Partners II,<br>LP <sup>(1)</sup>           |
| Common<br>Units                       |   |   |   |   | 11,924,110   | D   |   |
| Common<br>Units                       |   |   |   |   | 39,551,100   | I   | By Kelcy<br>Warren<br>Partners,<br>LP <sup>(2)</sup>              |
| Common<br>Units                       |   |   |   |   | 35,926,906   | I   | By Seven<br>Bridges   |

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|              |         |   |  |
|--------------|---------|---|--|
| Common Units | 300,538 | I | Holdings, LLC <sup>(3)</sup><br>By LE GP, LLC <sup>(4)</sup> |
| Common Units | 2,506   | I | By ET Company, Ltd. <sup>(5)</sup>                           |
| Common Units | 42,000  | I | By Spouse <sup>(6)</sup>                                     |

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WARREN KELCY L<br>3738 OAK LAWN AVENUE<br>DALLAS, TX 75219 | X             | X         |         |       |

## Signatures

Sonia Aube, Attorney-in-fact for Mr. Warren  
01/15/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) The reported units are owned directly by Kelcy Warren Partners II, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
- (2) The reported units are owned directly by Kelcy Warren Partners, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.  
  
The reported units are owned directly by Seven Bridges Holdings LLC a limited liability company owned by Mr. Warren which received
- (3) such units in a pro rata distribution from ETC Holdings LP. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
- (4) The reported units are owned directly by LE GP, LLC. The reported units represent his estimated pro rata interest in LE GP, LLC. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.  
  
The reported units are owned directly by ET Company Ltd. The reported units represent the estimated pro rata interest of Mr. Warren in
- (5) ET Company Ltd., including through his interest therein held through Three Dawaco, Inc. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
- (6) The reported units are held by reporting person's spouse as her separate property. Mr. Warren disclaims beneficial ownership of the reported units.

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

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