

Long Thomas E
Form 4
October 23, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Long Thomas E

(Last) (First) (Middle)
8111 WESTCHESTER DRIVE,
SUITE 600
(Street)

DALLAS, TX 75225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Energy Transfer LP [ET]

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Units	10/19/2018		A	223,523	A <u>(1)</u> 223,523 <u>(2)</u>	D	
Common Units	10/19/2018		A	115,200 <u>(3)</u>	A \$ 0 338,723	D	

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

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(9-02)

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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)
Phantom Units	(4)					Date Exercisable: (4) Expiration Date: (4)	Title: Common Units (4) Amount or Number of Shares: 121,074	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Long Thomas E
8111 WESTCHESTER DRIVE, SUITE 600
DALLAS, TX 75225

Chief Financial Officer

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Long

10/23/2018

__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).

Acquisition in connection with the merger of a wholly owned subsidiary of Energy Transfer Equity, L.P. ("ETE") with Energy Transfer Partners, L.P. ("ETP"), with ETP continuing as the surviving entity and becoming a wholly owned subsidiary of ETE (the "Merger"). On

(1) October 18, 2018, the last trading day for the ETP common units, the closing price of ETP's common units was \$21.47 per unit and the closing price of ETE's common units was \$16.82 per unit. Each ETP common unit outstanding was converted into the right to receive 1.28 ETE common units.

(2) 144,331 of the reported units represents restricted unit awards granted under one of the Energy Transfer LP Long-Term Incentive Plans that vest 60% after three years and 40% after five years.

(3) An award of restricted units granted under the Second Amended and Restated Energy Transfer LP 2008 Long-Term Incentive Plan scheduled to vest 60% on December 5, 2021 and the remaining 40% on December 5, 2023.

(4) An award of phantom units granted under the Amended and Restated Energy Transfer Equity, L.P. Long-Term Incentive Plan scheduled to vest 60% on December 5, 2020 and 40% on December 5, 2022 that may vest in Partnership units, cash or other securities and is generally contingent upon the reporting person's continued employment with the Partnership or one of its affiliates on each applicable vesting date.

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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