

Grimm Michael K  
Form 4  
February 10, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Grimm Michael K

(Last) (First) (Middle)

C/O RISING STAR ENERGY, 3141  
HOOD STREET, SUITE 350

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Energy Transfer Partners, L.P. [ETP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/15/2007

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A) or (D) Amount Price		
Common Units	10/15/2007		P		25.187 (1) A \$ 53.7181	18,561.187	D
Common Units	10/15/2007		P		15.358 (1) A \$ 53.7179	18,576.545	D
Common Units	10/15/2007		P		38.947 (1) A \$ 53.7191	18,615.492	D
Common Units	02/14/2008		P		42.644 (1) A \$ 50.9476	18,658.136	D
Common Units	02/14/2008		P		27.577 (1) A \$ 50.9482	18,685.713	D

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Common Units	02/14/2008	P	9.193 <u>(1)</u>	A	\$ 50.9441	18,694.906	D
Common Units	02/14/2008	P	16.815 <u>(1)</u>	A	\$ 50.9491	18,711.721	D
Common Units	02/14/2008	P	5.606 <u>(1)</u>	A	\$ 50.94	18,706.115	D
Common Units	05/15/2008	P	44.953 <u>(1)</u>	A	\$ 50.8615	18,751.068	D
Common Units	05/15/2008	P	29.07 <u>(1)</u>	A	\$ 50.8627	18,780.138	D
Common Units	05/15/2008	P	17.726 <u>(1)</u>	A	\$ 50.8614	18,797.864	D
Common Units	08/14/2008	P	56.293 <u>(1)</u>	A	\$ 42.4981	18,854.157	D
Common Units	08/14/2008	P	36.404 <u>(1)</u>	A	\$ 42.4983	18,890.561	D
Common Units	08/14/2008	P	22.198 <u>(1)</u>	A	\$ 42.4975	18,912.759	D
Common Units	11/14/2008	P	147.886 <u>(1)</u>	A	\$ 34.6477	19,060.645	D
Common Units	11/14/2008	P	45.591 <u>(1)</u>	A	\$ 34.648	19,106.236	D
Common Units	11/14/2008	P	79.391 <u>(1)</u>	A	\$ 34.6475	19,185.627	D
Common Units	02/13/2009	P	45.298 <u>(1)</u>	A	\$ 35.7717	19,230.925	D
Common Units	02/13/2009	P	78.88 <u>(1)</u>	A	\$ 35.7714	19,309.805	D
Common Units	02/13/2009	P	146.936 <u>(1)</u>	A	\$ 35.7712	19,456.741	D
Common Units	02/14/2009	P	14.216 <u>(1)</u>	A	\$ 50.9425	19,470.957	D
Common Units	05/15/2009	P	138.444 <u>(1)</u>	A	\$ 38.914	19,609.401	D
Common Units	05/15/2009	P	42.681 <u>(1)</u>	A	\$ 38.9135	19,652.082	D
Common Units	05/15/2009	P	74.322 <u>(1)</u>	A	\$ 38.9137	19,726.404	D
Common Units	08/14/2009	P	127.447 <u>(1)</u>	A	\$ 43.2426	19,853.851	D
	08/14/2009	P	39.29 <u>(1)</u>	A	\$ 43.243	19,893.141	D

Common  
Units

Common Units	08/14/2009	P	68.418 (1)	A	\$ 43.2427	19,961.559	D
Common Units	11/16/2009	P	128.077 (1)	A	\$ 43.9192	20,089.636	D
Common Units	11/16/2009	P	39.485 (1)	A	\$ 43.9189	20,129.121	D
Common Units	11/16/2009	P	68.756 (1)	A	\$ 43.9195	20,197.877	D

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 Beneficially Owned Following Report Transaction (Instr. 6)
				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
Grimm Michael K C/O RISING STAR ENERGY 3141 HOOD STREET, SUITE 350 DALLAS, TX 75219	X

## Signatures

Peggy J. Harrison,  
Attorney-in-Fact

02/10/2010

\_\_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) Units acquired pursuant to a dividend reinvestment program through a brokerage account.

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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