

Energy Transfer Partners, L.P.
Form 4
June 30, 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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(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 Partners, L.P. [ETP]

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

04/30/2015

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)

Chief Executive Officer

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	Amount	(A) or (D)	Price		
Common Units	04/30/2015		A		10,832,425 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> 10,832,425	I	By Energy Transfer Equity, L.P. <u>(2)</u>
Common Units	04/30/2015		A		12,739,270 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> 12,739,270	I	By ETE Common Holdings, LLC <u>(2)</u>
Common Units							21,107	D	

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 3738 OAK LAWN AVENUE DALLAS, TX 75219	X Chief Executive Officer

Signatures

Sonia Aube, Attorney-in-fact for Kelcy L.
Warren 06/30/2015

__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).

- Pursuant to an Agreement and Plan of Merger, dated as of January 25, 2015, as amended by Amendment No. 1 thereto, dated as of February 18, 2015, by and among Regency Energy Partners LP ("Regency"), Regency GP LP, the Issuer (hereinafter, "ETP"), Energy Transfer Partners GP, L.P. ("ETP GP"), Rendezvous I LLC ("Rendezvous I"), Rendezvous II LLC and, solely for purposes of certain
- (1) provisions therein, Energy Transfer Equity, L.P. ("ETE"), Regency merged with Rendezvous I (the "Merger"), with Regency surviving the Merger as a wholly owned subsidiary of ETP. Upon the April 30, 2015 closing of the Merger, each Regency common unit issued and outstanding or deemed issued and outstanding immediately prior to the effective time (the "Effective Time"), converted into the right to receive 0.4124 ETP common units.
 - (2) Represents common units acquired by ETE and ETE Common Holdings, LLC, a wholly owned subsidiary of ETE ("Common Holdings") at the Effective Time of the Merger in exchange for Regency common units held by ETE and Common Holdings prior to the Merger. The

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Reporting Person is Chairman of the Board of LE GP, LLC, the general partner of ETE (the "General Partner") and holds an 81.2% membership interest in the General Partner. The Reporting Person may be deemed to have beneficially acquired the securities held indirectly through ETE and Common Holdings reported herein, but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

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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