

Energy Transfer Partners, L.P.  
Form 4  
October 31, 2013

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Energy Transfer Equity, L.P.

(Last) (First) (Middle)

3738 OAK LAWN AVE.

(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)

10/31/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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	10/31/2013 <sup>(1)</sup>		J <sup>(1)</sup>		50,160,000	D	<u>1</u>
					5,226,967	I	
Common Units					44,324,102	D	<sup>(3)</sup>

Held by  
ETE  
Common  
Holdings,  
LLC <sup>(2)</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**

SEC 1474  
(9-02)

number.

**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 Reported Transaction (Instr. 10)
				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
Energy Transfer Equity, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219		X		
LE GP LLC 3738 OAK LAWN AVE. DALLAS, TX 75219		X		

## Signatures

Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC the  
general partner of Energy Transfer Equity, L.P. 10/31/2013

\_\_\_\_Signature of Reporting Person Date

Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC 10/31/2013

\_\_\_\_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) Pursuant to an Exchange and Redemption Agreement dated as of August 7, 2013 among Energy Transfer Partners, L.P. ("ETP"), Energy Transfer Equity, L.P. ("ETE"), and ETE Common Holdings, LLC ("ETE Holdings"), a wholly owned subsidiary of ETE, on October 31, 2013 ETP redeemed 50,160,000 of its common units representing limited partner interests held by ETE Holdings and beneficially owned indirectly by ETE in exchange for 50,160,000 Class H limited partner interests in ETP. The Class H limited partner interests in ETP will entitle ETE to a percentage of the cash distributions received by ETP from Sunoco Partners LLC ("SXL GP") with respect to SXL GP's general partner interests and incentive distribution rights in Sunoco Logistics Partners L.P.

(2)

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On April 29, 2013, ETE formed ETE Holdings and made an initial capital contribution to ETE Holdings of 50,226,967 ETP common units. On October 31, 2013, ETE made an additional contribution of 5,160,000 ETP common units to ETE Holdings. As described in footnote (1), 50,160,000 ETP common units held by ETE Holdings were redeemed by ETP on October 31, 2013.

- (3) ETE directly owns the ETP common units. LE GP, LLC is the general partner of ETE and its ownership is indirect through ETE. LE GP, LLC disclaims beneficial ownership of the reported units except to the extent of its pecuniary interest therein.

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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