

Energy Transfer Partners, L.P.
 Form 4
 June 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
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 or Disposed of (A) (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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------------------------|
| | | | Code | V | Amount | | | |
| Common Units | 04/30/2015 | | A | | 10,832,425 (1) (2) | A (1) | 10,832,425 I | By Energy Transfer Equity, L.P. (2) |
| Common Units | 04/30/2015 | | A | | 12,739,270 (1) (2) | A (1) | 12,739,270 I | By ETE Common Holdings, LLC (2) |
| 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. Number of Derivative Securities Beneficially Owned (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 |
| 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.