

LANDY JOSEPH

Form 4

April 28, 2011

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARBURG PINCUS PRIVATE  
EQUITY VIII L P**

(Last) (First) (Middle)

**C/O WARBURG, PINCUS &  
CO., 450 LEXINGTON AVENUE**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Targa Resources Corp. [TRGP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/26/2011**

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 (1)	(A) or (D)	Price	
Common Stock	04/26/2011		S		4,081,292 (1)	D	\$ 31.73	9,808,139 (2) (3)
								I

See  
footnote  
(2) (3)

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Repor 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
WARBURG PINCUS PRIVATE EQUITY VIII L P C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X
Warburg Pincus Private Equity IX, L.P. C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X
Warburg Pincus Partners LLC C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X
Warburg Pincus IX LLC C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X
WARBURG PINCUS & CO 450 LEXINGTON AVENUE NEW YORK, NY 10017	X
WARBURG PINCUS LLC C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X
KAYE CHARLES R C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X

LANDY JOSEPH  
C/O WARBURG, PINCUS & CO.  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

X

## Signatures

/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the Managing Member of Warburg Pincus Partners, LLC, the general partner of Warburg Pincus Private Equity VIII, L.P.	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the Managing Member of Warburg Pincus Partners, LLC, the sole member of Warburg Pincus IX, LLC, the general partner of Warburg Pincus Private Equity IX, L.P.	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the Managing Member of Warburg Pincus Partners, LLC	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the Managing Member of Warburg Pincus Partners, LLC, the sole member of Warburg Pincus IX LLC	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Partner, Warburg Pincus & Co.	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Managing Director of Warburg Pincus LLC	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Attorney-in-fact for Charles R. Kaye*	04/28/2011
__Signature of Reporting Person	Date
/s/ Scott A. Arenare, Attorney-in-fact for Joseph Landy**	04/28/2011
__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) These shares were sold in connection with a secondary offering of Targa Resources Corp. (the "Company") which closed April 26, 2011 (the "Offering"). The material terms of the Offering are described in the prospectus, dated April 20, 2011, filed by the Company with the Securities and Exchange Commission (the "SEC") on April 20, 2011.
- (2) These shares are owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership and two affiliated partnerships ("WP VIII"), and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"). The general partner of WP VIII is Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners LLC"), and the general partner of WP IX is Warburg Pincus IX, LLC, a New York limited liability company ("WP IX LLC"), of which WP Partners LLC is the sole member. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners LLC. WP VIII and WP IX are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC").
- (3) Messrs. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. Each of the Warburg Pincus entities and Messrs. Kaye and Landy may be deemed to beneficially own all of the reported securities.

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Each of WP Partners, WP IX LLC, WP, WP LLC and Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus entities.

### Remarks:

\* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to Schedule 13D filed by Builders FirstSource, LLC with respect to Builders FirstSource, Inc.

\*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to Schedule 13D filed by Builders FirstSource, LLC with respect to Builders FirstSource, Inc.

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.