

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>HERSH KENNETH A</u>  (Last) (First) (Middle) <u>2828 WOODSIDE STREET</u>  (Street) <u>DALLAS TX 75204</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Equity, L.P. [ ETE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/06/2007</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class C Units	(1)	11/01/2006		A		14,297,145 <sup>(2)</sup>		(1)	(1)	Common Units	14,297,145	\$0 <sup>(1)</sup>	14,297,145 <sup>(2)</sup>	I	By Natural Gas Partners VI, L.P.

**Explanation of Responses:**

1. On November 1, 2006, Energy Transfer Equity, L.P. ("ETE") issued 83,148,900 class C units to Energy Transfer Investments, L.P. ("ETI") and assumed approximately \$70.5 million of ETI's indebtedness in exchange for ETI's contribution of its 50% class B limited partner interest in Energy Transfer Partners GP, L.P. Upon receipt of the class C units, ETI dissolved and distributed all of the class C units to its partners, including the class C units distributed to the reporting person. The class C units have no expiration date and will become convertible into common units of ETE on a one-for-one basis upon approval by ETE's common unitholders.

2. The reported class C units are owned directly by Natural Gas Partners VI, L.P., a limited partnership ("NGP"). G.F.W. Energy VI L.P. and GFW VI, L.L.C. may be deemed to beneficially own the units owned of record by NGP, by virtue of GFW VI, L.L.C. being the sole general partner of G.F.W. Energy VI L.P. G.F.W. Energy VI, L.P. is the sole general partner of NGP. Mr. Hersh is a member of such entity and may also be deemed to share power to vote or to direct the vote and to dispose or to direct the disposition of, the class C units held by NGP. Mr. Hersh disclaims beneficial ownership of the reported class C units except to the extent of his pecuniary interest therein.

/s/ Sonia Aube, Attorney-In-Fact 05/09/2007

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**