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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**October 9, 2007**

Date of Report (Date of earliest event reported)

**Energy Transfer Partners, L.P.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-11727**

(Commission File Number)

**73-1493906**

(IRS Employer  
Identification Number)

**3738 Oak Lawn Avenue  
Dallas, TX 75219**

(Address of principal executive offices)

**(214) 981-0700**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure**

On October 9, 2007, Energy Transfer Partners, L.P. (the “Partnership”) issued a press release relating to its filing with the Federal Energy Regulatory Commission (the “FERC”). A copy of this press release is attached to this report as Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached exhibit shall be deemed to be “furnished” and not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 8.01 Other Events**

On October 9, 2007, the Partnership filed its response to the Order to Show Cause and Notice of Proposed Penalties (the “Order and Notice”) issued by the FERC on July 26, 2007. The Partnership’s response may be found on the FERC’s website ([www.ferc.gov](http://www.ferc.gov)) following the FERC’s posting of this response. A brief summary of this response may be found on the Partnership’s website ([www.energytransfer.com](http://www.energytransfer.com)). The Partnership will file its answer to the proceeding with the United States Commodity Futures Commission (the “CFTC”) in United States District Court for the Northern District of Texas on or prior to the October 15, 2007.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

99.1 Energy Transfer Partners, L.P. Press Release, dated October 9, 2007.

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## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **Energy Transfer Partners, L.P.**

By: Energy Transfer Partners GP, L.P.,  
General Partner

By: Energy Transfer Partners, L.L.C.,  
General Partner

Date: October 9, 2007

/s/ Brian J. Jennings

Brian J. Jennings

Chief Financial Officer and officer duly  
authorized to sign on behalf of the registrant

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## **Exhibit Index**

### Exhibits

99.1 Energy Transfer Partners, L.P. Press Release, dated October 9, 2007.

**FOR IMMEDIATE RELEASE****Energy Transfer Partners Responds to FERC**

DALLAS, October 9, 2007 — **Energy Transfer Partners, L.P.** (NYSE:ETP or the Partnership) confirmed that the Partnership today delivered its response to the Federal Energy Regulatory Commission (FERC) “Order to Show Cause” filed on July 26, 2007.

In reaffirming that the Company’s business transactions were conducted in a lawful and responsible manner, ETP’s response decisively refutes FERC’s claims and shows that FERC’s positions are fundamentally flawed.

“As we stated at the time the Order was received, we believe FERC’s allegations are entirely unfounded. Our detailed response is an important first step in setting the record straight and making the facts clear,” said Jerry Langdon, Energy Transfer Partners, Chief Administrative and Compliance Officer. “We look forward to an objective review by FERC and believe the evidence will show that our conduct was appropriate.”

ETP expects its complete response to the FERC to be made available in the eLibrary on the FERC’s website, [www.ferc.gov](http://www.ferc.gov), docket number IN06-3-002. The Partnership will provide a summary of their response on ETP’s website, [www.energytransfer.com](http://www.energytransfer.com). ETP will respond separately to the Commodity Futures Trading Commission (CFTC) on or before October 15<sup>th</sup>.

**Energy Transfer Partners, L.P.** (NYSE:ETP) is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP’s natural gas operations include intrastate natural gas gathering and transportation pipelines, natural gas treating and processing assets located in Texas and Louisiana, and three natural gas storage facilities located in Texas. These assets include approximately 14,000 miles of intrastate pipeline in service, with an additional 400 miles of intrastate pipeline under construction, and 2,400 miles of interstate pipeline. ETP is also one of the three largest retail marketers of propane in the U.S., serving more than one million customers across the country.

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**Energy Transfer Equity, L.P. (NYSE:ETE)** owns the general partner of Energy Transfer Partners and approximately 62.5 million ETP limited partners units. Together ETP and ETE have a combined enterprise value of approximately \$20 billion.

The information contained in this press release is available on the Partnership's website at [\*\*www.energytransfer.com\*\*](http://www.energytransfer.com).

**Contacts**

**Investor Relations:**

Energy Transfer  
Renee Lorenz  
214-981-0700

**Media Relations:**

Vicki Granado  
Gittins & Granado  
214-361-0400

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