

---

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): July 13, 2011**

**ENERGY TRANSFER EQUITY, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-32740**

(Commission File Number)

**30-0108820**

(IRS Employer Identification No.)

**3738 Oak Lawn Avenue**

**Dallas, TX**

(Address of Principal Executive Offices)

**75219**

(Zip Code)

Registrant's telephone number, including area code: **(214) 981-0700**

(Former name or former address if changed since last report.)

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))
- 
-

### **Item 7.01. Regulation FD Disclosure.**

On July 13, 2011, Energy Transfer Equity, L.P. (the “Partnership”) and Southern Union Company (“SUG”) issued a press release to announce that they have filed a joint application with the Public Service Commission of the State of Missouri (the “Commission”) requesting an order from the Commission authorizing SUG to take certain actions to allow the Partnership to acquire the equity interests of SUG, including its subsidiaries.

A copy of the press release is set forth in 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 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 Securities Exchange Act of 1934, as amended (the “Exchange Act”).

### **Forward Looking Statements**

This report may include certain statements concerning expectations for the future, including statements regarding the anticipated benefits and other aspects of the proposed transactions described above, that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond the control of the management teams of the Partnership or SUG. Among those is the risk that conditions to closing the transactions are not met or that the anticipated benefits from the proposed transactions cannot be fully realized. An extensive list of factors that can affect future results are discussed in the reports filed with the Securities and Exchange Commission by the Partnership and SUG. Neither the Partnership nor SUG undertake any obligation to update or revise any forward-looking statement to reflect new information or events.

### **Additional Information**

In connection with the Partnership’s merger with SUG, the Partnership and SUG have filed a proxy statement / prospectus and other documents with the SEC. **Investors and security holders are urged to carefully read the definitive joint proxy statement / prospectus because it contains important information regarding the Partnership, SUG and the merger.**

A definitive proxy statement / prospectus will be sent to stockholders of SUG seeking their approval of the transaction. Investors and security holders may obtain a free copy of the definitive joint proxy statement / prospectus and other documents filed by the Partnership and SUG with the SEC at the SEC’s website, [www.sec.gov](http://www.sec.gov). The definitive proxy statement / prospectus and such other documents relating to the Partnership may also be obtained free of charge by directing a request to Energy Transfer Equity, L.P., Attn: Investor Relations, 3738 Oak Lawn Avenue, Dallas, Texas 75219, or from the Partnership’s website, [www.energytransfer.com](http://www.energytransfer.com). The definitive proxy statement / prospectus and such other documents relating to SUG may also be obtained free of charge by directing a request to Southern Union Company, Attn: Investor Relations, 5444 Westheimer Road, Houston, Texas 77056, or from SUG’s website, [www.sug.com](http://www.sug.com).

The Partnership, SUG and their respective directors and executive officers may, under the rules of the SEC, be deemed to be “participants” in the solicitation of proxies in connection with the proposed transaction. Information concerning the interests of the persons who may be “participants” in the solicitation will be set forth in the joint proxy statement / prospectus when it becomes available.

### **Item 8.01. Other Events**

To the extent required, the information included in Item 7.01 of this Form 8-K is hereby incorporated by reference into this Item 8.01.

---

**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.

<u>Exhibit Number</u>	<u>Description of the Exhibit</u>
Exhibit 99.1	Energy Transfer Equity, L.P. Press Release, dated July 13, 2011.

---

**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 Equity, L.P.**

By: LE GP, LLC,  
its general partner

Date: July 13, 2011

/s/ John W. McReynolds  
John W. McReynolds  
President and Chief Financial Officer

---

**Exhibit Index**

**Exhibit Number**

**Description of the Exhibit**

---

Exhibit 99.1

Energy Transfer Equity, L.P. Press Release, dated July 13, 2011.



**ENERGY TRANSFER EQUITY AND SOUTHERN UNION FILE APPLICATION WITH MISSOURI PUBLIC SERVICE COMMISSION AS STEP TOWARD COMPLETION OF MERGER**

**DALLAS and HOUSTON — July 13, 2011 — Energy Transfer Equity, L.P.** (NYSE:ETE) and **Southern Union Company** (NYSE:SUG) today announced they have filed a joint application with the Public Service Commission of the State of Missouri (Commission), requesting an order from the Commission authorizing SUG to take certain actions to allow ETE to acquire the equity interests of SUG, including its subsidiaries. This request pertains to the Amended and Restated Agreement and Plan of Merger dated July 4, 2011 by and between ETE and SUG, and upon approval from the Commission, will represent another positive step towards completion of the merger that is scheduled to close in the first quarter of 2012.

**Energy Transfer Equity, L.P.** (NYSE:ETE) is a publicly traded partnership, which owns the general partner and 100 percent of the incentive distribution rights (IDRs) of Energy Transfer Partners, L.P. (ETP) and approximately 50.2 million ETP limited partner units; and owns the general partner and 100 percent of the IDRs of Regency Energy Partners LP (RGNC) and approximately 26.3 million RGNC limited partner units. For more information, visit the Energy Transfer Equity, L.P. web site at [www.energytransfer.com](http://www.energytransfer.com).

**Southern Union Company** (NYSE:SUG), headquartered in Houston, is one of the nation's leading diversified natural gas companies, engaged primarily in the transportation, storage, gathering, processing and distribution of natural gas. The company owns and operates one of the nation's largest natural gas pipeline systems with more than 20,000 miles of gathering and transportation pipelines and one of North America's largest liquefied natural gas import terminals, along with serving more than half a million natural gas end-user customers in Missouri and Massachusetts. For further information, visit [www.sug.com](http://www.sug.com).

**Forward-Looking Statements**

This press release may include certain statements concerning expectations for the future, including statements regarding the anticipated benefits and other aspects of the proposed transactions described above, that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond the control of the management teams of ETE or SUG. Among those is the risk that conditions to closing the transactions are not met or that the anticipated benefits from the proposed transactions cannot be fully realized. An extensive list of factors that can affect future results are discussed in the reports filed with the Securities and Exchange Commission by ETE and SUG. Neither ETE nor SUG undertakes any obligation to update or revise any forward-looking statement to reflect new information or events.

**Additional Information**

In connection with the transaction, ETE and SUG will file a joint proxy statement / prospectus and other documents with the SEC. **Investors and security holders are urged to carefully read the definitive joint proxy statement / prospectus when it becomes available because it will contain important information regarding ETE, SUG and the transaction.**

A definitive joint proxy statement / prospectus will be sent to stockholders of SUG seeking their approval of the transaction. Investors and security holders may obtain a free copy of the definitive joint proxy statement / prospectus (when available) and other documents filed by ETE and SUG with the SEC at the SEC's web site, [www.sec.gov](http://www.sec.gov). The definitive joint proxy statement / prospectus (when available) and such other documents relating to ETE may also be obtained free of charge by directing a request to Energy Transfer Equity, L.P., Attn: Investor Relations, 3738 Oak Lawn Avenue, Dallas, Texas 75219, or from ETE's web site, [www.energytransfer.com](http://www.energytransfer.com). The definitive joint proxy statement / prospectus (when available) and such other documents relating to SUG may also be obtained free of charge by directing a request to Southern Union Company, Attn: Investor Relations, 5444 Westheimer Road, Houston, Texas 77056, or from SUG's web site, [www.sug.com](http://www.sug.com).

ETE, SUG and their respective directors and executive officers may, under the rules of the SEC, be deemed to be "participants" in the solicitation of proxies in connection with the proposed transaction. Information concerning the interests of the persons who may be "participants" in the solicitation will be set forth in the joint proxy statement / prospectus when it becomes available.

The information contained in this press release is available on the ETE web site at [www.energytransfer.com](http://www.energytransfer.com).

#### **Energy Transfer Equity**

Investors:  
Energy Transfer Equity  
Brent Ratliff  
(214) 981-0700

MacKenzie Partners  
Dan Burch / Lawrence Dennedy  
(212) 929-5748 / (212) 929-5239

Media:  
Brunswick Group  
Steve Lipin / Mark Palmer  
(212) 333-3810 / (214) 459-8181

Granado Communications Group  
Vicki Granado  
(214) 599-8785

#### **Southern Union Company**

Investors:  
Richard N. Marshall  
(713) 989-2000

Media:  
John P. Barnett  
(713) 989-7556