

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Energy Transfer Equity, L.P.</u> (Last) (First) (Middle) 3738 OAK LAWN AVE. (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Partners, L.P. [ETP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Units	02/19/2014 ⁽¹⁾		j ⁽¹⁾		18,710,000	D	(1)	25,614,102	D	
Common Units								5,226,967	I	By ETE Common Holdings, LLC ⁽²⁾

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)		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)					

1. Name and Address of Reporting Person*
Energy Transfer Equity, L.P.
 (Last) (First) (Middle)
 3738 OAK LAWN AVE.
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LE GP LLC
 (Last) (First) (Middle)
 3738 OAK LAWN AVE.
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

Explanation of Responses:

1. As previously reported on the Form 8-K filed by the Issuer on February 19, 2014, pursuant to a Redemption and Transfer Agreement between Energy Transfer Partners, L.P. ("ETP") and Energy Transfer Equity, L.P. ("ETE"), on February 19, 2014, ETP redeemed 18,710,000 of its common units representing limited partner interests owned by ETE in exchange for 100% of the outstanding limited liability company interests in Trunkline LNG Company, LLC, a Delaware limited liability company.

2. ETE Common Holdings, LLC ("Common Holdings"), is a wholly-owned subsidiary of ETE. LE GP, LLC is the general partner of ETE. LE GP, LLC may be deemed to indirectly own the securities of the Issuer held by Common Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

[Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC the general partner of Energy Transfer Equity, L.P.](#) [02/20/2014](#)

[Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC](#) [02/20/2014](#)

** 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.