

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

ENERGY TRANSFER EQUITY, L.P.

(Name of Issuer)

COMMON UNITS

(Title of Class of Securities)

29273V100

(CUSIP Number)

**Kelcy L. Warren
3738 Oak Lawn Avenue
Dallas, Texas 75219
(214) 981-0700**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 19, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Kelcy L. Warren

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

24,548,453

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

17,964,706

9. SOLE DISPOSITIVE POWER

24,548,453

10. SHARED DISPOSITIVE POWER

17,964,706

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,513,159

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.08%

14. TYPE OF REPORTING PERSON (See Instructions)

IN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Kelcy Warren Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

17,264,898

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

17,264,898

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,264,898

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.75%

14. TYPE OF REPORTING PERSON (See Instructions)

PN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Kelcy Warren Partners II, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF, BK

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

1,500,000

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

1,500,000

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.67%

14. TYPE OF REPORTING PERSON (See Instructions)

PN

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

ETC Holdings, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

17,964,706

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

17,964,706

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,964,706

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.06%

14. TYPE OF REPORTING PERSON (See Instructions)

PN

This Amendment No. 2 (this "Amendment No. 2") amends the original Schedule 13D (the "Original Schedule 13D") filed with the Securities and Exchange Commission by Kelcy L. Warren on May 17, 2007, as amended by Amendment No. 1 to the Original Schedule 13D filed with the Securities and Exchange Commission on September 5, 2008. This Amendment No. 2 is being filed as a result of the information disclosed in Item 3 below. Except as specifically set forth herein, the Original Schedule 13D, as amended, remains unmodified.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety as follows:

The class of equity securities to which this Schedule relates is the common units of Energy Transfer Equity, L.P., a Delaware limited partnership ("Issuer"). The Principal Executive Offices of the Issuer are located at 3738 Oak Lawn Avenue, Dallas, Texas 75219.

Item 2(a). Name of Person Filing

Item 2(a) is hereby amended and restated in its entirety as follows:

Kelcy L. Warren ("Warren"), an individual, Kelcy Warren Partners, L.P., a Texas limited partnership ("Warren LP"), Kelcy Warren Partners II, LP, a Texas limited partnership ("Warren Partners II") and ETC Holdings, L.P. ("ETC Holdings").

Item 2(c). Present Principal Occupation

Item 2(c) is hereby amended and restated in its entirety as follows:

Warren's principal occupation is Chief Executive Officer of Energy Transfer Partners, L.P., a Delaware limited partnership whose principal executive offices are located at 3738 Oak Lawn Avenue, Dallas, Texas 75219, and which is a subsidiary of Issuer.

Warren LP and Warren Partners II were formed to hold units of the Issuer beneficially owned by Warren. ETC Holdings was formed to hold units of the Issuer beneficially owned by Warren and other partners of ETC Holdings.

Item 2(d) &(e). Criminal and Civil Proceedings

Item 2(d) &(e) is hereby amended and restated in its entirety as follows:

During the last five years, neither Warren, Warren LP, Warren Partners II, nor ETC Holdings has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 2(f). Citizenship

Item 2(f) is hereby amended and restated in its entirety as follows:

Warren is a citizen of the United States of America; Warren LP is a Texas limited partnership, Warren Partners II is a Texas limited partnership; ETC Holdings is a Texas limited partnership.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by adding the following paragraph at the end thereof:

On December 19, 2008, certain limited partners and members of the general partner of ETC Holdings withdrew from ETC Holdings and received their entire interest in ETC Holdings in a pro rata distribution. As a result, common units previously beneficially owned by ETC Holdings are beneficially owned by Mr. Warren. The common units owned directly by ETC Holdings and beneficially by Mr. Warren represent the estimated pro rata interest of Mr. Warren in ETC Holdings, including his interest in other partners of ETC Holdings.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

- (a) Warren is the beneficial owner of 42,513,159 common units of the Issuer, representing 19.08% of the outstanding common units.
- (b) Warren has the sole power to direct the vote and the disposition of all the common units he, Warren LP, and Warren Partners II hold. ETC Holdings is the record holder of 35,929,293 common units of the Issuer. The common units held of record by ETC Holdings and included in this report, 17,964,706 common units, represent the estimated pro rata interest of Warren in ETC Holdings, including his interest in other partners of ETC Holdings. Warren and Ray C. Davis share the power to direct the vote and the disposition of the common units held by ETC Holdings.
- (c) Except for the transactions described herein, Warren has not effected any transaction in common units during the past 60 days.
- (d) None.
- (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 29, 2008

/s/ Sonia Aube, Attorney-In-Fact

Kelcy L. Warren

Kelcy Warren Partners, L.P.

By: /s/ Sonia Aube, Attorney-In-Fact

Kelcy Warren Partners II, LP

By: /s/ Sonia Aube, Attorney-In-Fact

ETC Holdings, L.P.

By: ET GP, LLC, general partner

By: /s/ Sonia Aube, Attorney-In-Fact