

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MCREYNOLDS JOHN W</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/27/2007</u>	

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
Class B Units	(1)	02/08/2006		A		2,521,570 ⁽²⁾		08/08/2006	(1)	Common Units	2,521,570	(1)	2,521,570 ⁽²⁾	I	By FEM Group, LP
Class C Units	(3)	11/01/2006		A		4,359,533 ⁽²⁾		(3)	(3)	Common Units	4,359,533	(3)	4,359,533 ⁽²⁾	I	By FIM Group, L.P.

Explanation of Responses:

- The class B units were issued to FEM Group, LP in conjunction with the February 8, 2006 closing of the initial public offering of Energy Transfer Equity, L.P. ("ETE"). The class B units have no expiration date and are convertible into common units of ETE on a one-for-one basis at any time after six months from the date upon which they were issued.
- The reported class B and class C units are owned directly by FEM Group, LP and FIM Group, L.P., respectively. FEM Group, LP and FIM Group, L.P. are limited partnerships owned by Mr. McReynolds. Mr. McReynolds disclaims beneficial ownership of the reported class B and class C units except to the extent of his pecuniary interest therein.
- On November 1, 2006, 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 FIM Group, L.P. 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.

/s/ Sonia Aube, Attorney-in-Fact 03/30/2007

** 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.