

**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): September 1, 2013

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, Texas 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))

Item 2.01 Completion of Acquisition or Disposition of Assets

As previously disclosed, on December 14, 2012, Southern Union Company (“Southern Union”), a wholly owned indirect subsidiary of Energy Transfer Partners, L.P. (the “Partnership”), entered into a definitive purchase and sale agreement (the “Purchase and Sale Agreement”) with Plaza Missouri Acquisition, Inc. (“Plaza Missouri”), a subsidiary of The Laclede Group, Inc. (“Laclede”), pursuant to which Plaza Missouri agreed to acquire the assets of Southern Union’s Missouri Gas Energy division (“MGE”). Laclede is also a party to the Purchase and Sale Agreement for the limited purpose of guaranteeing the payment and performance of Plaza Missouri under the Purchase and Sale Agreement as set forth therein. As of January 11, 2013, Laclede Gas Company (“Laclede Gas”), a subsidiary of Laclede, assumed all of Plaza Missouri’s duties and obligations under the Purchase and Sale Agreement pursuant to an Assignment and Assumption Agreement between Plaza Missouri and Laclede Gas.

Effective September 1, 2013, Southern Union completed its sale of the assets of MGE to Laclede Gas for an aggregate purchase price of \$975 million, subject to customary post-closing adjustments.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Purchase and Sale Agreement, a copy of which is filed as Exhibit 10.1 to the Partnership’s Current Report on Form 8-K filed on December 17, 2012.

Item 7.01. Regulation FD Disclosure.

On September 3, 2013, the Partnership issued a press release announcing the completion of the transactions contemplated under the Purchase and Sale Agreement. A copy of the press release issued by the Partnership on September 3, 2013 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 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.

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.** See the Exhibit Index set forth below for a list of exhibits included with this Form 8-K.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release dated September 3, 2013

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.,
its general partner

By: Energy Transfer Partners, L.L.C.,
its general partner

Date: September 3, 2013

By: /s/ Martin Salinas, Jr.

Martin Salinas, Jr.
Chief Financial Officer

Exhibit Index

Exhibit No.	Exhibit
99.1	Press Release dated September 3, 2013



ENERGY TRANSFER COMPLETES SALE OF MISSOURI GAS ENERGY ASSETS TO LACLEDE GAS

DALLAS, September 3, 2013 – **Energy Transfer Partners (NYSE: ETP)** today announced that effective September 1, 2013, the sale of the assets of Missouri Gas Energy (MGE) to Laclede Gas Company, a subsidiary of The Laclede Group, Inc. (NYSE: LG), was completed for \$975 million. MGE is a division of Southern Union Company (Southern Union), a wholly-owned subsidiary of ETP.

ETP expects the sale of the assets of Southern Union's New England Gas Company (NEG) natural gas distribution division for \$60 million, less assumed debt, will be completed during the fourth quarter of 2013, pending receipt of required regulatory approval.

The sale by Southern Union of the MGE and NEG assets is another important step in ETP's efforts to streamline and integrate its asset portfolio through the divestiture of non-core assets. The cash proceeds from these sales will be utilized to repay debt, including borrowings under ETP's revolving credit facility.

Energy Transfer Partners, L.P. (NYSE: ETP) is a master limited partnership owning and operating one of the largest and most diversified portfolios of energy assets in the United States. ETP currently has natural gas operations that include approximately 33,000 miles of gathering and transportation pipelines, treating and processing assets, and storage facilities. ETP owns 100% of ETP Holdco Corporation, which owns Southern Union Company and Sunoco, Inc., and a 70% interest in Lone Star NGL LLC, a joint venture that owns and operates natural gas liquids storage, fractionation and transportation assets. ETP also owns the general partner, 100% of the incentive distribution rights, and approximately 33.5 million common units in Sunoco Logistics Partners L.P. (NYSE: SXL), which operates a geographically diverse portfolio of crude oil and refined products pipelines, terminalling and crude oil acquisition and marketing assets. ETP's general partner is owned by Energy Transfer Equity (NYSE: ETE). For more information, visit the Energy Transfer Partners, L.P. website at www.energytransfer.com.

This press release may include certain statements concerning expectations for the future 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 management's control. An extensive list of factors that can affect future results are discussed in ETP's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. ETP undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

The information contained in this press release is available on our website at www.energytransfer.com.

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