

Energy Transfer Partners, L.P.
 Form 4
 October 31, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Energy Transfer Equity, L.P.

2. Issuer Name and Ticker or Trading Symbol
 Energy Transfer Partners, L.P. [ETP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3738 OAK LAWN AVE.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2013

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

DALLAS, TX 75219
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Units | 10/31/2013 ⁽¹⁾ | | J ⁽¹⁾ | | 50,160,000 | D | <u>1</u> |
| Common Units | | | | | 44,324,102 | D | ⁽³⁾ |

Held by ETE Common Holdings, LLC ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Energy Transfer Equity, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |
| LE GP LLC 3738 OAK LAWN AVE. DALLAS, TX 75219 | | X | | |

Signatures

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. 10/31/2013
 __Signature of Reporting Person Date

Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC 10/31/2013
 __Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Pursuant to an Exchange and Redemption Agreement dated as of August 7, 2013 among Energy Transfer Partners, L.P. ("ETP"), Energy Transfer Equity, L.P. ("ETE"), and ETE Common Holdings, LLC ("ETE Holdings"), a wholly owned subsidiary of ETE, on October 31, 2013 ETP redeemed 50,160,000 of its common units representing limited partner interests held by ETE Holdings and beneficially owned indirectly by ETE in exchange for 50,160,000 Class H limited partner interests in ETP. The Class H limited partner interests in ETP will entitle ETE to a percentage of the cash distributions received by ETP from Sunoco Partners LLC ("SXL GP") with respect to SXL GP's general partner interests and incentive distribution rights in Sunoco Logistics Partners L.P.
- (2)

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On April 29, 2013, ETE formed ETE Holdings and made an initial capital contribution to ETE Holdings of 50,226,967 ETP common units. On October 31, 2013, ETE made an additional contribution of 5,160,000 ETP common units to ETE Holdings. As described in footnote (1), 50,160,000 ETP common units held by ETE Holdings were redeemed by ETP on October 31, 2013.

- (3) ETE directly owns the ETP common units. LE GP, LLC is the general partner of ETE and its ownership is indirect through ETE. LE GP, LLC disclaims beneficial ownership of the reported units except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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