

Energy Transfer Partners, L.P.
Form 8-K
July 29, 2009

**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): July 28, 2009

ENERGY TRANSFER PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

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| Delaware (State or other Jurisdiction of Incorporation) | 1-11727 (Commission File Number) | 73-1493906 (IRS Employer Identification No.) |
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|--|----------------------------|
| 3738 Oak Lawn Avenue Dallas, TX (Address of Principal Executive Offices) | 75219 (Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: **(214) 981-0700**

(Former name or former address if changed since last report.)

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 7.01. Regulation FD Disclosure.

On July 28, 2009, Energy Transfer Partners, L.P. (the “Partnership”) issued a press release announcing that the Partnership’s Board of Directors approved a cash distribution for the quarter ended June 30, 2009.

A copy of the press release 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 (the “Exchange Act”).

Item 8.01. Other Events.

On July 28, 2009, the Partnership issued a press release announcing the Partnership’s quarterly distribution to unitholders.

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.** 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 Exchange Act.

Exhibit Number

Description of the Exhibit

Exhibit 99.1 Energy Transfer Partners, L.P. Press Release, dated July 28, 2009.

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: July 28, 2009

/s/ Martin Salinas, Jr.

Martin Salinas, Jr.
Chief Financial Officer

Exhibit Index

| Exhibit Number | Description of the Exhibit |
|-----------------------|--|
| Exhibit 99.1 | Energy Transfer Partners, L.P. Press Release, dated July 28, 2009. |