

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Energy Transfer Equity, L.P.</u> (Last) (First) (Middle) 3738 OAK LAWN AVE. (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Partners, L.P. [ETP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	10/31/2013 ⁽¹⁾		j ⁽¹⁾		50,160,000	D	(1)	5,226,967	I	Held by ETE Common Holdings, LLC ⁽²⁾
Common Units								44,324,102	D ⁽³⁾	

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)		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)					

1. Name and Address of Reporting Person*
Energy Transfer Equity, L.P.
 (Last) (First) (Middle)
 3738 OAK LAWN AVE.
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LE GP LLC
 (Last) (First) (Middle)
 3738 OAK LAWN AVE.
 (Street)
 DALLAS TX 75219
 (City) (State) (Zip)

Explanation of Responses:

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. 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.

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

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

** 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.