

June 9, 2017

**VIA EDGAR**

Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-3628

Re: PennTex Midstream Partners, LP  
Amendment to Schedule 13E-3 filed by Energy Transfer Partners, L.P.  
Filed June 2, 2017  
File No. 005-88873  
  
Amended Schedule TO filed by Energy Transfer Partners, L.P.  
Filed June 2, 2017  
File No. 005-88873  
  
Schedule 13D  
Filed November 14, 2016, as amended March 23, 2017  
Filed by PennTex Midstream Partners, LLC, Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P.,  
Energy Transfer Partners, L.L.C., Energy Transfer Equity, L.P., LE GP, LLC and Kelcy L. Warren  
File No. 005-88873

Dear Mr. Duchovny:

Set forth below are the responses of Energy Transfer Partners, L.P., a Delaware limited partnership ("**ETP**"), to the comments received from the staff (the "**Staff**") of the U.S. Securities and Exchange Commission (the "**Commission**") dated June 8, 2017 with respect to the Tender Offer Statement on Schedule TO and Schedule 13E-3 filed by ETP on May 18, 2017 (the "**TO Statement**") relating to ETP's offer to purchase (the "**Offer**") all of the outstanding common units representing limited partner interests (the "**PennTex Common Units**") in PennTex Midstream Partners, LP ("**PennTex**") and with respect to the Schedule 13D, filed on November 14, 2016, as amended to date, relating to ETP's ownership of PennTex Common Units (the "**Schedule 13D**"). The responses below have been prepared and are being provided by ETP, which has authorized Andrews Kurth Kenyon LLP to respond to the Staff's comments on its behalf.

Concurrently with the submission of this response letter, we are filing, through EDGAR, Amendment No. 4 to the TO Statement (the "**Amendment**") and have filed as Exhibit 99(a)(1)(i)(A) thereto a revised Supplement No. 1 to the Offer to Purchase (the "**Supplement**").

ANDREWS KURTH KENYON LLP

Austin Beijing Dallas Dubai Houston London New York Research Triangle Park The Woodlands Washington, DC

For the Staff's convenience, each response is preceded by the exact text of the Staff's corresponding comment in bold, italicized text.

**Offer Document**

**Sources and Amount of Funds, page 33**

- 1. We reissue prior comment 9, in which we requested additional disclosure, as required by Item 1007(d) of Regulation M-A.***

**Response:**

We acknowledge the Staff's comment and have provided additional disclosure as required by Item 1007(d) of Regulation M-A. Please see page 3 of the Supplement.

**Schedule 13D**

- 2. Refer to the disclosure in the first paragraph of page 7 in the Schedule 14D-9 filed by PennTex Midstream. Please tell us why you did not amend your Schedule 13D promptly after May 1, 2017, when Mr. Warren placed a call to Mr. Walker indicating that "it may be the appropriate time to fully consolidate the Partnership with ETP." The call appears to render the then-current Item 4 disclosure no longer materially accurate.***

**Response:**

We acknowledge the Staff's comment and respectfully advise the Staff that the purpose of the call from Mr. Warren to Mr. Walker was for Mr. Warren, in his capacity as the Chief Executive Officer of ETP's general partner, to advise Mr. Walker, as an independent member of the Board of Directors of PennTex Midstream GP, LLC, that certain members of management of ETP's general partner were evaluating the possibility of recommending to the Board of Directors of ETP's general partner pursuing a consolidation of PennTex and ETP. As of May 1, 2017, neither management of ETP's general partner as a whole nor the Board of Directors of ETP's general partner had formulated a plan to pursue any consolidation transaction. Furthermore, we respectfully advise the Staff that management of ETP's general partner and the Board of Directors of ETP's general partner did not consider or approve a consolidation transaction prior to May 17, 2016, as set forth in Amendment No. 2 to the Schedule 13D, filed on May 23, 2017. It is the position of ETP that ETP did not formulate a plan or proposal with respect to the consolidation of ETP and PennTex prior to May 17, 2017, and therefore ETP believes that the disclosure under Item 4 of the Schedule 13D filed on November 14, 2017 remained materially accurate until May 17, 2017.

Please direct any questions you have with respect to the foregoing or with respect to the Amendment to the undersigned at (713) 220-4360 or moleary@andrewskurth.com.

Page 3  
Mr. Daniel F. Duchovny  
Securities and Exchange Commission  
June 9, 2017

Very truly yours,

/s/ G. Michael O'Leary  
G. Michael O'Leary

cc: Thomas E. Long, Chief Financial Officer, Energy Transfer Partners, L.L.C.