

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
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1. Name and Address of Reporting Person* <u>Energy Transfer Partners, L.P.</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/01/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>PennTex Midstream Partners, LP [ PTXP ]</u>	
(Last) (First) (Middle) <u>8111 WESTCHESTER DRIVE, SUITE 600</u>		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Street) <u>DALLAS TX 75225</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing limited partner interests	3,039,577	D	
Common Units representing limited partner interests	3,262,019	I	By: PennTex Midstream Partners, LLC <sup>(1)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Subordinated Units representing limited partner interests	(2)	(2)	Common Units representing limited partner interests	7,500,000	(2)	D	
Subordinated Units representing limited partner interests	(2)	(2)	Common Units representing limited partner interests	12,500,000	(2)	I	By: PennTex Midstream Partners, LLC <sup>(1)</sup>

Explanation of Responses:

1. On November 1, 2016, Energy Transfer Partners, L.P. ("ETP") completed the acquisition of certain interests in PennTex Midstream Partners, LLC ("PennTex") and PennTex Midstream Partners, LP ("PTXP"), pursuant to the terms of the Contribution Agreement, dated October 24, 2016. Pursuant to the Contribution Agreement, ETP acquired all of the general partner interests in PTXP, together with all of its incentive distribution rights, as well as 3,039,577 PTXP common units and 7,500,000 PTXP subordinated units that ETP holds directly. In addition, as a result of the acquisition, PennTex is now a wholly owned subsidiary of ETP. PennTex owns 3,262,019 PTXP common units and 12,500,000 PTXP subordinated units. ETP is an indirect beneficial owner of these reported securities.

2. Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement on Form S-1 (Registration No. 333-199020).

Remarks:

Energy Transfer Partners, L.P.,  
by its general partner Energy  
Transfer Partners GP, L.P., by  
its general partner Energy 11/03/2016  
Transfer Partners, L.L.C., by  
William J. Healy, Associate  
General Counsel and Secretary  
\*\* 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 5 (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.