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

August 10, 2009
Date of Report (Date of earliest event reported)

ENERGY TRANSFER EQUITY, L.P.

(Exact name of Registrant as specified in its charter)

Delaware	**001-32740**	**30-0108820**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification Number)**

3738 Oak Lawn Avenue
Dallas, TX 75219
(Address of principal executive offices)

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

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On August 10, 2009, Energy Transfer Equity, L.P. (the "Partnership") issued a press release announcing its financial and operating results for the second quarter ended June 30, 2009. A copy of this press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 2.02 and in the attached exhibit shall be deemed to be "furnished" and not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Item 7.01 Regulation FD Disclosure.

2009 EBITDA Guidance

The Partnership owns the general partner of Energy Transfer Partners, L.P. ("ETP"), and approximately 62.5 million ETP common units. On July 9, 2008, ETP issued EBITDA guidance for 2009 of $1.7 billion to $1.8 billion. Today, ETP is revising its EBITDA guidance for 2009 to a range of $1.5 billion to $1.6 billion. This guidance is based on assumptions and estimates that we believe are reasonable given our assessment of reasonably available information. Pipeline volume estimates are based on historical trends, anticipated future operating performance and completion of internal growth projects. In particular, this guidance is based on various assumptions and estimates relating to the following significant factors that affect ETP's EBITDA, as adjusted, in any particular period:

- the amount of natural gas transported through our transportation pipelines and gathering systems;
- the level of throughput in our processing and treating operations;
- the fees we charge and the margins we realize for our gathering, treating, processing, storage and transportation services;
- demand for natural gas from the consumer and industrial segments of the natural gas market;
- the price of natural gas;
- the natural gas price differentials between various receipt and delivery points on our pipeline systems;
- the relationship between natural gas prices and prices for natural gas liquids;
- the weather in our operating areas;
- the cost to us of the propane we buy for resale and the prices we receive for our propane;
- the level of competition from other midstream companies, interstate pipeline companies, propane companies and other energy providers;
- the level of our operating costs;
- prevailing economic conditions; and
- the level of our hedging activities.

Our natural gas transportation and midstream revenues are derived significantly from companies that engage in natural gas exploration and production activities. Prices for natural gas and natural gas liquids have fallen dramatically since July 2008. Many of our customers have been negatively impacted by these declines in natural gas prices as well as current conditions in the capital markets, which factors have caused several of our customers to decrease drilling levels and, in some cases to shut in or consider shutting in natural gas production from some producing wells.

In our intrastate and interstate natural gas operations, a significant portion of our revenue is derived from long-term fee-based arrangements pursuant to which our customers pay us capacity reservation charges regardless of the volume of natural gas transported; however, a portion of our revenue is derived from charges based on actual volumes transported in addition to the excess of fuel retention charged to our customers after consumption. As a result, our operating cash flows from our natural gas pipeline operations are not tied directly to natural gas prices and natural gas liquids prices; however, the volumes of natural gas we transport may be adversely affected by reduced drilling activity of our customers, as well as shut in of production from producing wells, as a result of lower natural gas prices. As a portion of our pipeline transportation revenue is based on volumes transported and fuel retention, lower volumes of natural gas transported and lower natural gas prices generally result in lower revenue from our intrastate and interstate natural gas operations. During the first six months of 2009, natural gas spot prices have ranged from $3.09 per MMbtu to $5.25 per MMbtu, and the closing price on the New York Mercantile Exchange on August 7, 2009 for natural gas to be delivered in September 2009 was $3.67 per MMbtu. As a result, drilling activity in our core operating areas has declined and natural gas producers have shut in production from some wells, which in turn has resulted in lower natural gas volumes transported on our intrastate and interstate pipelines than we had initially forecasted for the first six months of 2009. As we do not expect natural gas prices to increase materially during the remainder of 2009, we have adjusted our internal estimates of natural gas transportation volumes and revenue accordingly.

ETP's guidance does not reflect any forecasts for acquisitions that it may make after the date of this report. For the remainder of 2009, ETP expects to spend between $250 million and $300 million on growth initiatives and between $480 million and $520 million in cash contributions to joint ventures to construct large diameter interstate pipelines.

Our assumptions and future performance are both subject to risks and uncertainties and no assurance can be given that actual EBITDA, as adjusted, performance will fall within the guidance range. Please refer to the information under the caption "Forward-Looking Statements" below. The EBITDA, as adjusted, guidance provided above is given as of the date hereof, based on information known to ETP as of August 10, 2009.

Non-GAAP Financial Measures

EBITDA, as adjusted, is a non-GAAP financial measure. We encourage you to visit our website at www.energytransfer.com (in particular the section entitled "Non-GAAP Measures" under the "ETP Investor Info" tab), which presents a historical reconciliation of ETP's EBITDA, as adjusted. Management believes EBITDA, as adjusted, provides useful information to investors as a measure of comparison with peer companies, including companies that may have different financing and capital structures. The presentation of EBITDA, as adjusted, also allows investors to view ETP's performance in a manner similar to the methods used by management and provides additional insight to ETP's operating results.

ETP defines EBITDA, as adjusted, as total partnership earnings before interest, taxes, depreciation, amortization and other non-cash items, such as compensation charges for unit issuances to employees and other expenses. Non-cash compensation expense represents charges for the value of the grants awarded under ETP's compensation plans over the vesting terms of those plans and are charges which do not, or will not, require cash settlement. Non-cash income or loss such as the gain or loss arising from disposal of assets is not included when determining EBITDA, as adjusted.

EBITDA, as adjusted, is used by management to determine ETP's operating performance and, along with other data, as internal measures for setting annual operating budgets, assessing financial performance of our numerous business locations, as a measure for evaluating targeted businesses for acquisition and as a measurement component of incentive compensation.

There are material limitations to using a measure such as EBITDA, as adjusted, including the difficulty associated with using it as the sole measure to compare the results of one company to another, and the inability to analyze certain significant items that directly affect a company's net income or loss. In addition, ETP's calculation of EBITDA, as adjusted, may not be consistent with similarly titled measures of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP, such as gross margin, operating income, net income, and cash flow from operating activities.

Forward-Looking Statements

This report may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in the Partnership's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

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 Equity, L.P. Press Release, dated August 10, 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 Equity, L.P.

By: LE GP, LLC,
its general partner

Date: August 11, 2009

/s/ John W. McReynolds
John W. McReynolds
President and Chief Financial Officer

Exhibit Index

Exhibit Number	Description of the Exhibit
Exhibit 99.1	Energy Transfer Equity, L.P. Press Release, dated August 10, 2009.

ENERGY TRANSFER

ENERGY TRANSFER EQUITY
REPORTS QUARTERLY RESULTS
FOR THE PERIOD ENDED JUNE 30TH

Dallas — August 10, 2009 — **Energy Transfer Equity, L.P. (NYSE:ETE)** today reported Distributable Cash of $119.8 million and net income of $141.8 million for the three months ended June 30, 2009. Distributable Cash is a “non-GAAP measure” as explained below.

For the three months ended June 30, 2009, ETE’s Distributable Cash was $119.8 million, an increase of $22.7 million over the three months ended June 30, 2008. For the six months ended June 30, 2009, ETE’s Distributable Cash was $238.9 million, an increase of $42.5 million over the six months ended June 30, 2008. The Partnership’s principal sources of cash flow are distributions it receives from its investments in the limited and general partner interests in Energy Transfer Partners, L.P. (“ETP”). ETE currently has no operating activities apart from those conducted by the operating subsidiaries within ETP. ETE’s principal uses of cash are for distributions to its general and limited partners, expenses and debt service.

ETE’s net income attributable to its partners decreased $16.0 million for the three months ended June 30, 2009 to $104.4 million as compared to $120.4 million for the three months ended June 30, 2008. Net income attributable to its partners increased $8.8 million for the six months ended June 30, 2009 to $255.9 million as compared to $247.1 million for the six months ended June 30, 2008. The decrease between the three month periods is primarily attributable to a decrease in operating income and an increase in interest expense on a consolidated basis, while the increase between the six month periods is due primarily to net unrealized losses on non-hedged interest rate derivatives recorded during the first quarter of 2008.

ETE also announced that it has filed its quarterly report on Form 10-Q for the three months ended June 30, 2009 with the Securities and Exchange Commission. ETE has posted a copy of this Form 10-Q on its website at **www.energytransfer.com**. The Partnership has scheduled a conference call for 9:00 a.m. Central Time, Tuesday, August 11, 2009 to discuss the second quarter results. The dial-in number is 1-888-423-3273, participant code: Energy Transfer. The call will be available for replay on the Partnership’s website for a limited time.

Use of Non-GAAP Financial Measures

This press release and accompanying schedules include the non-generally accepted accounting principle (“non-GAAP”) financial measure of Distributable Cash. The accompanying schedules provide a reconciliation of this non-GAAP financial measure to its most directly comparable financial measure calculated and presented in accordance with GAAP. The Partnership’s Distributable Cash should not be considered as an alternative to GAAP financial measures such as net income, cash flow from operating activities or any other GAAP measure of liquidity or financial performance.

Distributable Cash. The Partnership defines Distributable Cash as cash distributions expected to be received from ETP in connection with the Partnership's investments in limited and general partner interests of ETP, net of the Partnership's expenditures for general and administrative costs and debt service. Distributable Cash is a significant liquidity measure used by the Partnership's senior management to compare net cash flows generated by the Partnership's equity investments in ETP to the distributions the Partnership expects to pay its unitholders. Using this measure, the Partnership's management can compute the coverage ratio of estimated cash flows to planned cash distributions.

Distributable Cash is an important non-GAAP financial measure for our limited partners since it indicates to investors whether or not the Partnership's investments are generating cash flows at a level that can sustain or support an increase in quarterly cash distribution levels. Financial measures such as Distributable Cash are quantitative standards used by the investment community with respect to publicly-traded partnerships because the value of a partnership unit is in part measured by its yield (which in turn is based on the amount of cash distributions a partnership can pay to a unitholder). The GAAP measures most directly comparable to Distributable Cash are net income and cash flow from operating activities for ETE on a stand-alone basis ("Parent Company"). The accompanying analysis of Distributable Cash is presented for the three and six months ended June 30, 2009 and 2008 for comparative purposes.

Energy Transfer Equity, L.P. (**NYSE:ETE**) is a publicly traded partnership, which owns the general partner of Energy Transfer Partners, L.P. and approximately 62.5 million ETP limited partner units.

Energy Transfer Partners, L.P. (**NYSE:ETP**) is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP has pipeline operations in Arizona, Colorado, Louisiana, New Mexico, and Utah, and owns the largest intrastate pipeline system in Texas. ETP's natural gas operations include gathering and transportation pipelines, treating and processing assets, and three storage facilities located in Texas. ETP currently has more than 17,500 miles of pipeline in service and has a 50% interest in joint ventures that have approximately 500 miles of interstate pipeline in service. ETP is also one of the three largest retail marketers of propane in the United States, serving more than one million customers across the country.

The information contained in this press release is available on our website at www.energytransfer.com.

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ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)

	June 30, 2009	December 31, 2008
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 114,361	$ 92,023
Marketable securities	9,630	5,915
Accounts receivable, net of allowance for doubtful accounts	388,324	591,257
Accounts receivable from related companies	32,233	15,142
Inventories	187,654	272,348
Deposits paid to vendors	51,987	78,237
Exchanges receivable	27,596	45,209
Price risk management assets	4,272	5,423
Prepaid expenses and other current assets	55,973	75,441
Total current assets	872,030	1,180,995
PROPERTY, PLANT AND EQUIPMENT, net	9,013,750	8,702,534
ADVANCES TO AND INVESTMENTS IN AFFILIATES	374,922	10,110
GOODWILL	764,538	773,283
INTANGIBLES AND OTHER ASSETS, net	410,069	402,980
Total assets	$ 11,435,309	$ 11,069,902

ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)

	June 30, 2009	December 31, 2008
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 284,097	$ 381,933
Accounts payable to related companies	7,094	34,495
Exchanges payable	22,793	54,636
Customer advances and deposits	73,031	106,679
Accrued and other current liabilities	273,507	313,140
Price risk management liabilities	60,742	142,432
Interest payable	156,154	115,487
Income taxes payable	3,880	14,298
Deferred income taxes	—	589
Current maturities of long-term debt	44,416	45,232
Total current liabilities	925,714	1,208,921
LONG-TERM DEBT, less current maturities	7,265,314	7,190,357
LONG-TERM PRICE RISK MANAGEMENT LIABILITIES	80,487	121,710
DEFERRED INCOME TAXES	203,588	194,871
OTHER NON-CURRENT LIABILITIES	14,571	14,727
COMMITMENTS AND CONTINGENCIES		
	8,489,674	8,730,586
EQUITY:		
Partners' Capital (Deficit):		
General Partner	373	155
Limited Partners:		
Common Unitholders (222,898,248 and 222,829,956 units authorized, issued and outstanding at June 30, 2009 and December 31, 2008, respectively)	54,882	(15,762)
Accumulated other comprehensive loss	(57,736)	(67,825)
Total partners' deficit	(2,481)	(83,432)
Noncontrolling interest	2,948,116	2,422,748
Total equity	2,945,635	2,339,316
Total liabilities and equity	$ 11,435,309	$ 11,069,902

ENERGY TRANSFER EQUITY, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per unit and unit data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
REVENUES:				
Natural gas operations	$ 948,233	$ 2,375,637	$ 2,060,188	$ 4,383,484
Retail propane	179,770	249,449	667,677	847,587
Other	23,687	28,265	53,799	61,525
Total revenues	1,151,690	2,653,351	2,781,664	5,292,596
COSTS AND EXPENSES:				
Cost of products sold — natural gas operations	542,004	1,952,569	1,274,117	3,529,837
Cost of products sold — retail propane	78,070	163,962	298,292	556,517
Cost of products sold — other	5,919	7,541	12,723	17,436
Operating expenses	176,681	197,143	358,454	376,113
Depreciation and amortization	79,229	65,476	154,888	127,359
Selling, general and administrative	54,756	44,720	112,061	95,465
Total costs and expenses	936,659	2,431,411	2,210,535	4,702,727
OPERATING INCOME	215,031	221,940	571,129	589,869
OTHER INCOME (EXPENSE):				
Interest expense, net of interest capitalized	(119,559)	(90,543)	(220,950)	(170,997)
Equity in earnings (losses) of affiliates	1,673	(169)	2,170	(95)
Gains (losses) on disposal of assets	181	515	(245)	(936)
Gains (losses) on non-hedged interest rate derivatives	49,911	27,178	59,962	(4,458)
Allowance for equity funds used during construction	(1,839)	15,660	18,588	25,548
Other, net	(377)	1,567	324	9,519
INCOME BEFORE INCOME TAX EXPENSE	145,021	176,148	430,978	448,450
Income tax expense	3,263	9,330	9,470	14,474
NET INCOME	141,758	166,818	421,508	433,976
LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST	37,383	46,424	165,597	186,877
NET INCOME ATTRIBUTABLE TO PARTNERS	104,375	120,394	255,911	247,099
GENERAL PARTNER’S INTEREST IN NET INCOME	322	373	791	765
LIMITED PARTNERS’ INTEREST IN NET INCOME	$ 104,053	$ 120,021	$ 255,120	$ 246,334
BASIC NET INCOME PER LIMITED PARTNER UNIT	$ 0.47	$ 0.54	$ 1.14	$ 1.11
BASIC AVERAGE NUMBER OF UNITS OUTSTANDING	222,898,248	222,829,956	222,898,157	222,829,956
DILUTED NET INCOME PER LIMITED PARTNER UNIT	$ 0.47	$ 0.54	$ 1.14	$ 1.10
DILUTED AVERAGE NUMBER OF UNITS OUTSTANDING	222,898,248	222,829,956	222,898,157	222,829,956

ENERGY TRANSFER EQUITY, L.P. — PARENT COMPANY
DISTRIBUTABLE CASH
(Dollars in thousands, except per unit)
(unaudited)

The following table presents the calculation and reconciliation of Distributable Cash of the Parent Company with respect to the following periods:

	Three Months Ended June 30, 2009	Three Months Ended June 30, 2008	Six Months Ended June 30, 2009	Six Months Ended June 30, 2008
Distributable Cash:				
Cash distributions expected from Energy Transfer Partners, L.P. associated with:				
General partner interest (1):				
Standard distribution rights	$ 4,861	$ 4,377	$ 9,721	$ 8,357
Incentive distribution rights	84,164	75,692	168,310	143,494
Less: Expected General Partner contribution to ETP to maintain its 2% interest	—	(13,098)	(3,354)	(13,098)
Limited partner interest (1):				
62,500,797 Common units	55,860	55,860	111,720	110,158
Total cash expected from Energy Transfer Partners, L.P. (1)	144,885	122,831	286,397	248,911
Deduct expenses of the Parent Company on a stand-alone basis:				
Parent Company-related expenses	(701)	(1,207)	(2,603)	(4,056)
Interest expense, net of amortization of financing costs, interest income, and realized gains and losses on interest rate derivatives	(24,426)	(24,553)	(44,888)	(48,456)
Distributable Cash	$ 119,758	$ 97,071	$ 238,906	$ 196,399
Cash distributions to be paid to the partners of Energy Transfer Equity, L.P. (2):				
Distribution per limited partner unit as of the end of the period	$ 0.5350	$ 0.4800	$ 1.0600	$ 0.4800
Distributions to be paid to public unitholders	50,819	45,562	100,688	87,327
Distributions to be paid to affiliates	68,431	61,396	135,583	117,676
Distributions to be paid to general partner	370	332	733	637
Total cash distributions to be paid by Energy Transfer Equity, L.P. to its limited and general partners (2)	$ 119,620	$ 107,290	$ 237,004	$ 205,640
Reconciliation of Non-GAAP "Distributable Cash" to GAAP "Net Income" and GAAP "Net cash provided by operating activities" for the Parent Company on a stand-alone basis:				
Net income attributable to partners	$ 104,375	$ 120,394	$ 255,911	$ 247,099
Adjustments to derive Distributable Cash:				
Equity in income of unconsolidated affiliates	(110,941)	(116,872)	(287,534)	(302,344)
Quarterly distribution expected to be received from Energy Transfer Partners, L.P.	144,885	122,831	286,397	248,911
Amortization included in interest expense	1,420	752	4,162	1,504
Other non-cash	138	(3)	277	10
Unrealized gains and losses on non-hedged interest rate swaps	(20,119)	(30,031)	(20,307)	1,219
Distributable Cash	119,758	97,071	238,906	196,399
Adjustments to Distributable Cash to derive Net Cash Provided by Operating Activities:				
Quarterly distribution expected from Energy Transfer Partners, L.P.	(144,885)	(122,831)	(286,397)	(248,911)
Cash distribution received from Energy Transfer Partners, L.P. (3)	141,485	126,079	281,205	276,463
Deferred income taxes	(573)	—	(573)	—
Net changes in operating assets and liabilities	251	(236)	(2,501)	8,532
Net cash provided by operating activities for Parent Company on a stand-alone basis	$ 116,036	$ 100,083	$ 230,640	$ 232,483

(1) For the three months ended June 30, 2009, cash distributions expected to be received from Energy Transfer Partners, L.P. consists of cash distributions in respect of the three months ended June 30, 2009 payable on August 14, 2009 to holders of record on the close of business on August 7, 2009. For the three months ended June 30, 2008, cash distributions received from Energy Transfer Partners, L.P. consists of cash distributions paid on August 14, 2008 for the three months ended June 30, 2008.

For the six months ended June 30, 2009, cash distributions received or expected to be received from Energy Transfer Partners, L.P. consists of cash distributions paid on May 15, 2009 in respect of the quarter ended March 31, 2009 and cash distributions in respect of the three months ended June 30, 2009 payable on August 14, 2009 to holders of record on the close of business on August 7, 2009. For the six months ended June 30, 2008, cash distributions expected to be received from Energy Transfer Partners, L.P. consists of cash distributions paid on May 15, 2008 in respect of the quarter ended March 31, 2008 and cash distributions in respect of the three months ended June 30, 2008 paid on August 14, 2008 to holders of record on the close of business on August 7, 2008.

(2) For the three months ended June 30, 2009, cash distributions expected to be paid from Energy Transfer Equity, L.P. consists of cash distributions in respect of the three months ended June 30, 2009 payable on August 19, 2009 to holders of record on August 7, 2009. For the three months ended June 30, 2008, cash distributions paid or expected to be paid from Energy Transfer Equity, L.P. consists of cash distributions paid on August 19, 2008 for the three months ended June 30, 2008.

For the six months ended June 30, 2009, cash distributions paid or expected to be paid by Energy Transfer Equity, L.P. consist of cash distributions paid on May 19, 2009 in respect of the quarter ended March 31, 2009 and cash distributions in respect of the three months ended June 30, 2009 payable on August 19, 2009 to holders of record on the close of business on August 7, 2009. For the six months ended June 30, 2008, cash distributions expected to be paid by Energy Transfer Equity, L.P. consist of cash distributions paid on May 15, 2008 in respect of the quarter ended March 31, 2008 and cash distributions in respect of the three months ended June 30, 2008 paid on August 14, 2008 to holders of record on the close of business on August 7, 2008.

(3) Cash distributions received from Energy Transfer Partners, L.P. for the six months ended June 30, 2008 reflect a one-time distribution for the four-month transition period related to Energy Transfer Partners, L.P.'s change of its fiscal year from August 31 to December 31 during 2007.