

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DAVIS RAY C</u> (Last) (First) (Middle) <u>5950 SHERRY LANE, SUITE 550</u> (Street) <u>DALLAS TX 75225</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Equity, L.P. [ETE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Units	02/03/2010		G	325	D	\$0	3,545,261 ⁽¹⁾	D	
Common Units							7,881,953 ⁽²⁾	I	By ETC Holdings, LP
Common Units							1,410,552	I	By Linda Davis
Common Units							3,223,005 ⁽³⁾	I	By L. Davis Rem. Trust
Common Units							741,654 ⁽⁴⁾	I	By Avatar Investments LP
Common Units							50 ⁽⁵⁾	I	By Avatar Holdings LLC

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Reflects transactions constituting a change only in the nature of beneficial ownership. The Common Units reported by this form exclude indirect holdings of certain children's trusts of which Mr. Davis no longer serves as trustee.
- The reported Common Units are owned directly by ETC Holdings, L.P. ("ETC"). The Common Units reported represent the estimated pro rata interest of Mr. Davis in ETC, including his interest in other partners of ETC. ET GP LLC ("ETGP") may be deemed to beneficially own the units owned of record by ETC by virtue of ETGP being the sole general partner of ETC. Mr. Davis is a member of such entity and may also be deemed to share power to vote or to direct the vote and to dispose of or to direct the disposition of the Common Units held by ETC.
- Mr. Davis disclaims beneficial ownership of common units held by the L. Davis remainderman trust, except to the extent of his pecuniary interest, if any, therein.
- The reported Common Units are owned directly by Avatar Investments, LP, a limited partnership owned by Mr. Davis. Mr. Davis disclaims beneficial ownership of the reported Common Units except to the extent of his pecuniary interest therein.
- The reported Common Units are owned by Avatar Holdings LLC, a limited liability company owned by Mr. Davis. Mr. Davis disclaims beneficial ownership of the reported Common Units except to the extent of his pecuniary interest therein.

/s/ Sonia Aube, Attorney-in-Fact 02/21/2011

** 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.

