

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 | |
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|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* DAVIS RAY C | | | 2. Issuer Name and Ticker or Trading Symbol Energy Transfer Equity, L.P. [ETE] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/19/2008 | | | 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 | | |
| 3738 OAK LAWN AVENUE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | DALLAS | TX | 75219 | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 12/19/2008 | | J ⁽¹⁾ | | 17,964,587 | A | \$0 | 17,964,587 ⁽²⁾ | I | By ETC Holdings, L.P. |
| Common Units | | | | | | | | 195,492 | D | |
| Common Units | | | | | | | | 742,254 ⁽³⁾ | I | By Avatar Investments, LP |
| Common Units | | | | | | | | 50 ⁽⁴⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On December 19, 2008, certain limited partners and members of the general partner of ETC Holdings, L.P. ("ETC"), withdrew from ETC and received their entire interest in ETC in a pro rata distribution. As a result, Common Units previously reported as direct holdings of ETC are being reported as indirect holdings of Mr. Davis.
- The reported Common Units are owned directly by 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 ("ET GP") may be deemed to beneficially own the units owned of record by ETC, by virtue of ET GP 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 or to direct the disposition of, the Common Units held by ETC.
- 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 directly 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 12/23/2008

** 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.