

Energy Transfer Partners, L.P.  
Form 8-K  
December 08, 2010

**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**

**December 3, 2010  
Date of Report (Date of earliest event reported)  
ENERGY TRANSFER PARTNERS, L.P.  
(Exact name of Registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction  
of incorporation)**

**1-11727  
(Commission  
File Number)  
3738 Oak Lawn Avenue  
Dallas, TX 75219**

**73-1493906  
(IRS Employer  
Identification Number)**

**(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.01. Changes in Control of Registrant.**

On December 3, 2010, Enterprise ETE LLC, the successor by merger to Enterprise GP Holdings L.P. ( Enterprise ), sold its entire 40.6% membership interest in LE GP, LLC ( LE GP ) to Kelcy L. Warren, the Chairman and Chief Executive Officer of Energy Transfer Partners, L.L.C. ( ETP LLC ) and the Chairman of LE GP, in exchange for \$13.5 million in cash, which amount was calculated in accordance with a purchase price methodology specified in the agreements among the members of LE GP in existence prior to this transaction. The purchase price was paid from personal funds. As a result of the sale, Enterprise no longer owns any membership interests in LE GP, and Mr. Warren now owns an 81.2% membership interest in LE GP.

LE GP is the general partner of Energy Transfer Equity, L.P. ( ETE ). ETE owns a 100% membership interest in ETP LLC, which is the general partner of Energy Transfer Partners GP, L.P., which in turn is the general partner of Energy Transfer Partners, L.P.

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**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 Partners, L.P.**

By: Energy Transfer Partners GP, L.P.,  
its general partner

By: Energy Transfer Partners, L.L.C.,  
its general partner

Date: December 8, 2010

/s/ Thomas P. Mason  
Thomas P. Mason  
Vice President, General Counsel and  
Secretary