

Grimm Michael K  
 Form 4  
 February 10, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Grimm Michael K

2. Issuer Name and Ticker or Trading Symbol  
 Energy Transfer Partners, L.P. [ETP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O RISING STAR ENERGY, 3141  
 HOOD STREET, SUITE 350

3. Date of Earliest Transaction  
 (Month/Day/Year)

10/15/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Units	10/15/2007		P		25.187 (1) \$ 53.7181	A	18,561.187 D
Common Units	10/15/2007		P		15.358 (1) \$ 53.7179	A	18,576.545 D
Common Units	10/15/2007		P		38.947 (1) \$ 53.7191	A	18,615.492 D
Common Units	02/14/2008		P		42.644 (1) \$ 50.9476	A	18,658.136 D
Common Units	02/14/2008		P		27.577 (1) \$ 50.9482	A	18,685.713 D

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Common Units	02/14/2008	P	9.193 <u>(1)</u>	A	\$ 50.9441	18,694.906	D
Common Units	02/14/2008	P	16.815 <u>(1)</u>	A	\$ 50.9491	18,711.721	D
Common Units	02/14/2008	P	5.606 <u>(1)</u>	A	\$ 50.94	18,706.115	D
Common Units	05/15/2008	P	44.953 <u>(1)</u>	A	\$ 50.8615	18,751.068	D
Common Units	05/15/2008	P	29.07 <u>(1)</u>	A	\$ 50.8627	18,780.138	D
Common Units	05/15/2008	P	17.726 <u>(1)</u>	A	\$ 50.8614	18,797.864	D
Common Units	08/14/2008	P	56.293 <u>(1)</u>	A	\$ 42.4981	18,854.157	D
Common Units	08/14/2008	P	36.404 <u>(1)</u>	A	\$ 42.4983	18,890.561	D
Common Units	08/14/2008	P	22.198 <u>(1)</u>	A	\$ 42.4975	18,912.759	D
Common Units	11/14/2008	P	147.886 <u>(1)</u>	A	\$ 34.6477	19,060.645	D
Common Units	11/14/2008	P	45.591 <u>(1)</u>	A	\$ 34.648	19,106.236	D
Common Units	11/14/2008	P	79.391 <u>(1)</u>	A	\$ 34.6475	19,185.627	D
Common Units	02/13/2009	P	45.298 <u>(1)</u>	A	\$ 35.7717	19,230.925	D
Common Units	02/13/2009	P	78.88 <u>(1)</u>	A	\$ 35.7714	19,309.805	D
Common Units	02/13/2009	P	146.936 <u>(1)</u>	A	\$ 35.7712	19,456.741	D
Common Units	02/14/2009	P	14.216 <u>(1)</u>	A	\$ 50.9425	19,470.957	D
Common Units	05/15/2009	P	138.444 <u>(1)</u>	A	\$ 38.914	19,609.401	D
Common Units	05/15/2009	P	42.681 <u>(1)</u>	A	\$ 38.9135	19,652.082	D
Common Units	05/15/2009	P	74.322 <u>(1)</u>	A	\$ 38.9137	19,726.404	D
Common Units	08/14/2009	P	127.447 <u>(1)</u>	A	\$ 43.2426	19,853.851	D
	08/14/2009	P	39.29 <u>(1)</u>	A	\$ 43.243	19,893.141	D

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Common Units								
Common Units	08/14/2009	P	68,418 (1)	A	\$ 43.2427	19,961.559	D	
Common Units	11/16/2009	P	128,077 (1)	A	\$ 43.9192	20,089.636	D	
Common Units	11/16/2009	P	39,485 (1)	A	\$ 43.9189	20,129.121	D	
Common Units	11/16/2009	P	68,756 (1)	A	\$ 43.9195	20,197.877	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grimm Michael K C/O RISING STAR ENERGY 3141 HOOD STREET, SUITE 350 DALLAS, TX 75219	X			

## Signatures

Peggy J. Harrison,  
Attorney-in-Fact

02/10/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

(1) Units acquired pursuant to a dividend reinvestment program through a brokerage account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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