Energy Transfer Partners, L.P.

Form 4

January 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations

may continue.

See Instruction

Check this box

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

1(b).

Units

Common

Units

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCREA MARSHALL S III			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
	Energy Transfer Partners, L.P. [ETP]					(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						••		
				12/05/2013					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President - COO		
SAN ANT	(Street)			endment, I nth/Day/Ye	Oate Origina ar)	al	- -	5. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Pe	erson	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	rities Acqu	ired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/D	Date, if	Code (Instr. 8)	omr Dispos (Instr. 3,	sed of (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)	
Common Units	12/05/2013			Code V F	Amount 39,939	(D)	Price \$ 53.932	428,307	D		
Common	12/30/2013			A	69,375	A	\$ 0	497,682	D		

(1)

Jacob Mac Ι McCrea 2012

23,640

Trust

Held by

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
								Α	Amount		
						Date	Expiration	О			
						Exercisable	Date	Title Number			
						Lacicionole Du	Duic	О	f		
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
MCCREA MARSHALL S III 800 E. SONTERRA BLVD. SUITE 400 SAN ANTONIO, TX 78258	X		President - COO				

Signatures

Peggy J. Harrison, 01/02/2014 Attorney-in-fact

**Signature of Reporting Person

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).
- An award of restricted Common Units granted under the Energy Transfer Partners, L.P. 2008 Long-Term Incentive Plan that will vest 60% on December 5, 2016 and 40% on December 5, 2018 based on the reporting person's continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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