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**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**

**Date of Report (Date of earliest event reported): October 28, 2009**

**ENERGY TRANSFER EQUITY, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-32740**

(Commission File Number)

**30-0108820**

(IRS Employer Identification No.)

**3738 Oak Lawn Avenue  
Dallas, TX**

(Address of Principal Executive Offices)

**75219**

(Zip Code)

Registrant's telephone number, including area code: **(214) 981-0700**

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(Former name or former address if changed since last report.)

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))
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**Item 7.01. Regulation FD Disclosure.**

On October 28, 2009, Energy Transfer Equity, L.P. (the "Partnership") issued a press release announcing its Board of Directors approved a cash distribution for the quarter ended September 30, 2009.

A copy of the press release is set forth in Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

**Item 8.01. Other Events.**

On October 28, 2009, the Partnership announced that its Board of Directors has approved a quarterly distribution of \$0.535 per unit (\$2.14 annualized) on common units for the quarter ended September 30, 2009. The distribution will be paid on November 19, 2009 to unitholders of record as of the close of business on November 9, 2009.

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits.** In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.

**Exhibit**

**Number**

**Description of the Exhibit**

Exhibit 99.1

Energy Transfer Equity, L.P. Press Release, dated October 28, 2009.

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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 Equity, L.P.**

By: LE GP, LLC,

its general partner

Date: October 28, 2009

/s/ John W. McReynolds

John W. McReynolds

President and Chief Financial Officer

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## Exhibit Index

**Exhibit  
Number**

**Description of the Exhibit**

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Exhibit 99.1

Energy Transfer Equity, L.P. Press Release, dated October 28, 2009.



**ENERGY TRANSFER ANNOUNCES CASH DISTRIBUTION  
FOR THIRD QUARTER OF 2009**

**DALLAS – October 28, 2009 — Energy Transfer Partners, L.P. (NYSE:ETP) and Energy Transfer Equity, L.P. (NYSE:ETE)** today announced that the Board of Directors of each partnership has approved quarterly distributions for the quarter ended September 30, 2009.

ETP's Board of Directors has approved a quarterly distribution of \$0.89375 per unit (\$3.575 annualized) on ETP common units for the quarter ended September 30, 2009. The cash distribution will be paid on November 16, 2009 to Unitholders of record as of the close of business on November 9, 2009. The distribution rate is unchanged from the distribution paid for the quarter ended June 30, 2009.

"We continue to have a strong liquidity position and solid cash flows as a result of our extensive pipeline network and well-diversified asset base, which has been further strengthened by the Texas Independence Pipeline and the second zone of the MidContinent Express Pipeline that were placed in service in the third quarter of 2009," said Martin Salinas, Chief Financial Officer of Energy Transfer Partners. "We have felt the impact of lower natural gas prices and weaker price differentials mainly across Texas. As a result, we decided to keep our quarterly distribution rate at \$0.89375 per common unit. We are encouraged by recent increases in natural gas prices and expected volume throughput on our pipeline system, and we will continue to assess the growth in our cash distribution rate while managing our financial objectives."

ETE's Board of Directors has approved a quarterly distribution of \$0.535 per unit (\$2.14 annualized) on ETE's outstanding common units for the quarter ended September 30, 2009. The distribution will be paid on November 19, 2009 to Unitholders of record as of the close of business on November 9, 2009. The distribution rate is unchanged from the distribution paid for the quarter ended June 30, 2009.

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Both partnerships expect to release earnings for the quarter ended September 30, 2009 on Monday, November 9, 2009. ETP and ETE will conduct a joint conference call on Tuesday, November 10, 2009 at 9:00 a.m. Central Time to discuss its quarterly results. The conference call will be broadcast live via an internet web cast, which can be accessed through [www.energytransfer.com](http://www.energytransfer.com). The call will also be available for replay on Energy Transfer's web site for a limited time.

**Company: Energy Transfer Partners, L.P. (NYSE:ETP)**

**Record Date:** November 9, 2009

**Ex Date:** November 5, 2009

**Payment Date:** November 16, 2009

**Amount Paid:** \$0.89375 per Common Unit

**Company: Energy Transfer Equity, L.P. (NYSE:ETE)**

**Record Date:** November 9, 2009

**Ex Date:** November 5, 2009

**Payment Date:** November 19, 2009

**Amount Paid:** \$0.535 per Common Unit

Energy Transfer Partners, L.P. (NYSE:ETP) is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP has pipeline operations in Arizona, Colorado, Louisiana, New Mexico, and Utah, and owns the largest intrastate pipeline system in Texas. ETP's natural gas operations include gathering and transportation pipelines, treating and processing assets, and three storage facilities located in Texas. ETP currently has more than 17,500 miles of pipeline in service and has a 50% interest in joint ventures that have approximately 500 miles of interstate pipeline in service. ETP is also one of the three largest retail marketers of propane in the United States, serving more than one million customers across the country.

Energy Transfer Equity, L.P. (NYSE:ETE) is a publicly traded partnership, which owns the general partner of Energy Transfer Partners, L.P. and approximately 62.5 million ETP limited partner units.

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This press release may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in the Partnerships' Annual Reports on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. The Partnerships undertake no obligation to update or revise any forward-looking statement to reflect new information or events.

The information contained in this press release is available on our website at [www.energytransfer.com](http://www.energytransfer.com).

Contacts

Investor Relations:

Brent Ratliff

Energy Transfer

214-981-0700 (office)

Media Relations:

Vicki Granado

Granado Communications Group

214-504-2260 (office)

214-498-9272 (cell)

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