

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

(Exact name of registrant as specified in its charter)

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

**30-0108820**  
(IRS Employer  
Identification No.)

2828 Woodside Street, Dallas, Texas 75204  
(Address of Principal Executive Offices) (Zip Code)

**ENERGY TRANSFER EQUITY, L.P.**  
**LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**John W. McReynolds**  
President

2828 Woodside Street  
Dallas, Texas 75204  
(214) 981-0700

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies of all communications, including all communications sent to the agent for service, should be sent to:*

Timothy A. Mack  
Hunton & Williams LLP  
Energy Plaza, 30th Floor  
1601 Bryan Street  
Dallas, Texas 75201

**CALCULATION OF REGISTRATION FEE**

Title of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common units, representing limited partner interests, which may be issued pursuant to the Energy Transfer Equity, L.P. Long-Term Incentive Plan	3,000,000 units (2)	\$ 40.62	\$ 121,860,000	\$ 3,741.11

- (1) Estimated, pursuant to Rule 457(c) and (h) of the Securities Act of 1933, as amended, solely for the purpose of determining the registration fee (based on the average of the high and low price per unit of common units of Energy Transfer Equity, L.P. reported on the New York Stock Exchange on July 18, 2007).
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement shall also cover any additional common units that become issuable under the plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding common units.

## PART I

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") and are incorporated herein by reference and made a part of this registration statement:

1. the Registrant's annual report on Form 10-K for the year ended August 31, 2006;
2. the Registrant's quarterly reports on Form 10-Q for the quarters ended November 30, 2006, February 28, 2007, and May 31, 2007;
3. the Registrant's current reports on Form 8-K or 8-K/A filed November 30, 2006, December 5, 2006, December 21, 2006, December 26, 2006, January 8, 2006, January 17, 2007, February 23, 2007, March 5, 2007, March 6, 2007, March 19, 2007, March 29, 2007, April 12, 2007, May 8, 2007, June 6, 2007, June 11, 2007, June 21, 2007, and July 11, 2007; and
4. the description of the Registrant's common units contained in its registration statement on Form S-1 filed with the Commission pursuant to Section 12 of the Exchange Act.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

Under the Registrant's limited partnership agreement and subject to specified limitations, the Registrant will indemnify to the fullest extent permitted by Delaware law, from and against all losses, claims, damages or similar events any director or officer, or while serving as a director or officer, any person who is or was serving as a tax matters member or as a director, officer, tax matters member, employee, partner, manager, fiduciary or trustee of the Registrant or any of its affiliates. Additionally, the Registrant will indemnify to the fullest extent permitted by law, from and against all losses, claims, damages or similar events any person who is or was an employee (other than an officer) or agent of the Registrant at the time of the occurrence giving rise to the indemnity being sought.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

**Item 8. Exhibits.**

Exhibit Number	Previously Filed *		As Exhibit	
	With File Number (Form)	(Period Ending or Date)		
4.1	333-128097		3.3	Third Amended and Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P.
4.2	1-32740 (10K)(8/31/2006)		3.3.1	Amendment No. 1 to Third Amended and Restated Agreement of Limited Partnership of Energy Transfer Equity, L.P.
4.3	1-32740 (8-K)(5/7/2007)		3.6.1	Amended and Restated Limited Liability Company Agreement of LE GP, LLC.
5.1				Opinion of Hunton & Williams LLP.
10.1	333-128097		10.25	Energy Transfer Equity, L.P. Long-Term Incentive Plan.
23.1				Consent of Hunton & Williams LLP (included in Exhibit 5.1).
23.2				Consent of Grant Thornton LLP.
23.3				Consent of PricewaterhouseCoopers LLP.
23.4				Consent of PricewaterhouseCoopers LLP.
24.1				Power of Attorney (set forth on the signature page contained in Part II of this Registration Statement).

**Item 9. Undertakings.**

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that the undertakings set forth in paragraphs 1(i) and 1(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in a successful defense of any action, suit or proceeding) is asserted against the Registrant by such director, officer or controlling person in connection with the securities registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 20th day of July, 2007.

ENERGY TRANSFER EQUITY, L.P.

By: LE GP, L.L.C.  
its General Partner

By: /s/ John W. McReynolds  
John W. McReynolds  
President and Chief Financial Officer (duly authorized  
to sign on behalf of the registrant)

Each person whose signature appears below appoints John W. McReynolds and Sonia Aube, and each of them, with full power of substitution, their true and lawful attorneys-in-fact and agents to do any and all acts and things in the undersigned's name and on the undersigned's behalf in the undersigned's capacity as an officer or director of LE GP, LLC in connection with, and only in connection with, the filing of this registration statement (including, but not limited to, the execution of any and all instruments for the undersigned in the undersigned's name which such person may deem necessary or advisable to enable Energy Transfer Equity, L.P. to comply with the Securities Act of 1933, as amended (the "Act") and rules, regulations and requirements of the Securities and Exchange Commission, in connection with the filing of this registration statement), including specifically, but not limited to, the power and authority to sign for the undersigned any and all amendments, including post-effective amendments; and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John W. McReynolds</u> John W. McReynolds	President and Chief Financial Officer (Principal executive, financial and accounting officer)	July 20, 2007
<u>/s/ Ray C. Davis</u> Ray C. Davis	Director and Co-Chairman of the Board	July 20, 2007
<u>/s/ Kelcy L. Warren</u> Kelcy L. Warren	Director and Co-Chairman of the Board	July 20, 2007
<u>/s/ David R. Albin</u> David R. Albin	Director	July 20, 2007
<u>/s/ Bill W. Byrne</u> Bill W. Byrne	Director	July 20, 2007
<u>/s/ Paul E. Glaske</u> Paul E. Glaske	Director	July 20, 2007
<u>/s/ John D. Harkey</u> John D. Harkey	Director	July 20, 2007
<u>/s/ Kenneth A. Hersh</u> Kenneth A. Hersh	Director	July 20, 2007
<u>/s/ K. Rick Turner</u> K. Rick Turner	Director	July 20, 2007

INDEX TO EXHIBITS

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HUNTON & WILLIAMS LLP  
ENERGY PLAZA  
30TH FLOOR  
1601 BRYAN STREET  
DALLAS, TEXAS 75201-3402

TEL 214 • 979 • 3000  
FAX 214 • 880 • 0011

July 20, 2007

Energy Transfer Equity, L.P.  
2828 Woodside Street  
Dallas, Texas 75204

Ladies and Gentlemen:

We have acted as counsel for Energy Transfer Equity, L.P., a Delaware limited partnership (the "Partnership"), with respect to certain legal matters in connection with the registration by the Partnership under the Securities Act of 1933, as amended (the "Securities Act") of the offer and sale of an aggregate of up to 3,000,000 common units representing limited partner interests in the Partnership ("Common Units"), pursuant to the Partnership's Long-Term Incentive Plan (the "Plan").

In connection herewith, we have examined or are familiar with the Plan, the Partnership's Certificate of Limited Partnership as in effect on the date hereof, the Third Amended and Restated Agreement of Limited Partnership as amended and in effect on the date hereof, the proceedings with respect to the approval of the Plan, and the Registration Statement on Form S-8 filed in connection with the registration of the Common Units (the "Registration Statement"), and such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter.

Based upon the foregoing and subject to the limitations set forth herein, we are of the opinion that the Common Units have been duly authorized and, when the Common Units are issued in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, which govern the awards to which the Common Units relate, will be validly issued and fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America, the State of Texas, and to the Delaware Revised Uniform Limited Partnership Act, as interpreted by federal courts and the courts of the State of Delaware.

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Energy Transfer Equity, L.P.

July 20, 2007

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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ Hunton & Williams LLP



## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated November 20, 2006 (except for the information in Note 18, as to which the date is November 28, 2006) accompanying the consolidated financial statements of Energy Transfer Equity, L.P. and subsidiaries (the "Partnership") and our report dated November 20, 2006 (except for the information in Note 12, as to which the date is November 28, 2006) accompanying the consolidated balance sheet of LE GP, LLC and subsidiaries appearing in the Partnership's 2006 Annual Report on Form 10-K for the year ended August 31, 2006 which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma

July 20, 2007

**CONSENT OF INDEPENDENT ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Energy Transfer Equity, L.P. of our report dated March 30, 2006, relating to the financial statements of Transwestern Pipeline Company, LLC, which appears in the Current Report on Form 8-K/A (Amendment No. 1) of Energy Transfer Equity, L.P. dated December 1, 2006.

/s/ PricewaterhouseCoopers LLP

Houston, Texas  
July 20, 2007

**CONSENT OF INDEPENDENT ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Energy Transfer Equity, L.P. of our report dated January 23, 2006, relating to the financial statements of Titan Energy Partners, L.P. and subsidiary (the "Partnership"), which appears in the Current Report on Form 8-K/A (Amendment No. 1) of Energy Transfer Equity, L.P. dated June 6, 2007.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois  
July 20, 2007