
**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): July 8, 2011

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**

(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 July 8, 2011, Energy Transfer Equity, L.P. (the “Partnership”) issued a press release to announce that, in connection with its revised offer to acquire the outstanding stock of Southern Union Company (“SUG”), the Partnership reaffirmed its commitment to maintaining appropriate credit metrics to support or improve the current credit ratings of the Partnership, SUG, and the Partnership’s subsidiaries Energy Transfer Partners, L.P. (“ETP”) and Regency Energy Partners LP (“Regency”). In furtherance of this commitment, the Partnership is actively considering the potential drop-down of SUG’s gathering and processing assets known as Southern Union Gas Services (“SUGS”) to either ETP or, if ETP does not exercise its existing right of first offer on SUGS, to Regency. The cash proceeds from the SUGS drop-down would be used to repay debt at SUG and to repay ETE’s anticipated borrowings to fund the cash consideration to SUG stockholders.

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 this Item 7.01 and 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”).

Forward-Looking Statements

This report may include certain statements concerning expectations for the future, including statements regarding the anticipated benefits and other aspects of the proposed transactions described above, 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 the control of the management teams of the Partnership, ETP, Regency or SUG. Among those is the risk that conditions to closing the transactions are not met or that the anticipated benefits from the proposed transactions cannot be fully realized. An extensive list of factors that can affect future results are discussed in the reports filed with the Securities and Exchange Commission (the “SEC”) by the Partnership, ETP, Regency and SUG. None of the Partnership, ETP, Regency or SUG undertakes any obligation to update or revise any forward-looking statement to reflect new information or events.

Additional Information

In connection with the Partnership’s merger with SUG, the Partnership and SUG have filed a proxy statement / prospectus and other documents with the SEC. **Investors and security holders are urged to carefully read the definitive joint proxy statement / prospectus because it contains important information regarding the Partnership, SUG and the merger.**

A definitive proxy statement / prospectus will be sent to stockholders of SUG seeking their approval of the transaction. Investors and security holders may obtain a free copy of the definitive joint proxy statement / prospectus and other documents filed by the Partnership and SUG with the SEC at the SEC’s website, www.sec.gov. The definitive proxy statement / prospectus and such other documents relating to the Partnership may also be obtained free of charge by directing a request to Energy Transfer Equity, L.P., Attn: Investor Relations, 3738 Oak Lawn Avenue, Dallas, Texas 75219, or from the Partnership’s website, www.energytransfer.com. The definitive proxy statement / prospectus and such other documents relating to SUG may also be obtained free of charge by directing a request to Southern Union Company, Attn: Investor Relations, 5444 Westheimer Road, Houston, Texas 77056, or from SUG’s website, www.sug.com.

The Partnership, SUG and their respective directors and executive officers may, under the rules of the SEC, be deemed to be “participants” in the solicitation of proxies in connection with the proposed transaction. Information concerning the interests of the persons who may be “participants” in the solicitation will be set forth in the joint proxy statement / prospectus when it becomes available.

Item 8.01. Other Events

To the extent required, the information included in Item 7.01 of this Form 8-K is hereby incorporated by reference into this Item 8.01.

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.

| <u>Exhibit Number</u> | <u>Description of the Exhibit</u> |
|-----------------------|---|
| Exhibit 99.1 | Energy Transfer Equity, L.P. Press Release, dated July 8, 2011. |

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: July 11, 2011

/s/ John W. McReynolds

John W. McReynolds
President and Chief Financial Officer

Exhibit Index

Exhibit Number

Exhibit 99.1

Description of the Exhibit

Energy Transfer Equity, L.P. Press Release, dated July 8, 2011.



ENERGY TRANSFER

Energy Transfer Equity Evaluating Additional Asset Drop-downs; Re-Affirms Commitment to Maintain/Improve Current Credit Ratings of ETE and Subsidiaries

DALLAS — July 8, 2011 — In connection with its revised offer to acquire the outstanding stock of Southern Union Company (NYSE:SUG) announced on July 5, 2011, Energy Transfer Equity L.P. (NYSE:ETE) today reaffirmed its commitment to maintaining appropriate credit metrics to support or improve the current credit ratings of ETE, SUG, and ETE's existing subsidiaries Energy Transfer Partners, L.P. (NYSE:ETP) and Regency Energy Partners LP (NASDAQ:RGNC). In furtherance of this commitment, ETE is actively considering the potential drop-down of SUG's gathering and processing assets known as Southern Union Gas Services ("SUGS") to either ETP or, if ETP does not exercise its existing right of first offer on SUGS, to Regency. The cash proceeds from the SUGS drop-down would be used to repay debt at SUG and to repay ETE's anticipated borrowings to fund the cash consideration to SUG shareholders.

The information contained in this press release is available on the ETE web site at www.energytransfer.com.

This press release may include certain statements concerning expectations for the future, including statements regarding the anticipated benefits and other aspects of the proposed transactions described above, 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 the control of the management teams of ETE, ETP, and RGNC. Among those is the risk that conditions to closing the transaction are not met or that the anticipated benefits from the proposed transactions cannot be fully realized. An extensive list of factors that can affect future results are discussed in the reports filed with the Securities and Exchange Commission by ETE, ETP, and RGNC. None of ETE, ETP, or RGNC undertakes any obligation to update or revise any forward-looking statement to reflect new information or events.

Energy Transfer Equity, L.P. (NYSE:ETE) is a publicly traded partnership, which owns the general partner and 100 percent of the incentive distribution rights (IDRs) of ETP and approximately 50.2 million ETP limited partner units; and owns the general partner and 100 percent of the IDRs of RGNC and approximately 26.3 million RGNC limited partner units. For more information, visit the Energy Transfer Equity, L.P. web site at www.energytransfer.com.

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, Arkansas, Colorado, Louisiana, New Mexico, Utah and West Virginia and owns the largest intrastate pipeline system in Texas. ETP currently has natural gas operations that include more than 17,500 miles of gathering and transportation pipelines, treating and processing assets, and three storage facilities located in Texas. ETP also holds a 70 percent interest in Lone Star NGL LLC ("Lone Star"), a joint venture that owns and operates NGL storage, fractionation and transportation assets in Texas, Louisiana and Mississippi. 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. For more information, visit the Energy Transfer Partners, L.P. web site at www.energytransfer.com.

Regency Energy Partners LP (NASDAQ:RGNC) is a growth-oriented, midstream energy partnership engaged in the gathering, contract compression, processing, marketing and transporting of natural gas and natural gas liquids. RGNC also owns the remaining 30 percent interest in Lone Star. RGNC's general partner is owned by ETE. For more information, visit the Regency Energy Partners LP web site at www.regencyenergy.com.

Contacts

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