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

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**Form 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): February 22, 2007**

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

(Exact name of registrant as specified in its charter)

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

**001-32740**  
(Commission File Number)

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

**2828 Woodside Street**  
**Dallas, Texas 75204**  
(Address of principal executive offices, including zip code)

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

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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 8.01. Other Events.**

On February 22, 2007, at a special meeting of the common unitholders of Energy Transfer Equity, L.P. (the "Partnership"), the Partnership's common unitholders approved a change in the terms of the Partnership's class C units to provide that each class C unit was automatically converted into one of the Partnership's common units.

The Partnership issued a press release announcing the approval of the conversion of the class C units, a copy of which is being furnished as an exhibit to this report and is incorporated herein by reference.

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

(d) The following exhibits are being furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Partnership, dated February 22, 2007, announcing the approval of the conversion of the Partnership's class C units.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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

By: LE GP, LLC, its general partner

By: /s/ John W. McReynolds

John W. McReynolds,  
President and Chief Financial Officer

Dated: February 23, 2007

**EXHIBIT INDEX**

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<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of the Partnership, dated February 22, 2007, announcing the approval of the conversion of the Partnership's class C units.



**FOR IMMEDIATE RELEASE**

**ENERGY TRANSFER EQUITY, L.P.  
ANNOUNCES UNITHOLDER APPROVAL**

DALLAS – February 22, 2007 – Energy Transfer Equity, L.P. (NYSE: ETE) today announced that its Common Unitholders approved a proposal to convert the Partnership's Class C Units into Common Units. The vote was taken at a special shareholders meeting held today in Dallas.

The Class C Units were issued in exchange for the 50% incentive distribution rights of Energy Transfer Partners, L.P. the Partnership did not already own. The conversion to Common Units is on a one-to-one basis, resulting in a greater number of Common Units outstanding, but not an increase in the overall number of units of the partnership. Accordingly, on an overall basis, the conversion will not be dilutive to the Partnership's existing Common Unitholders. The 83,148,900 outstanding Class C Units, which are held by investors in Energy Transfer Investments, L.P. ("ETI"), will be cancelled and the Partnership will issue 83,148,900 Common Units to ETI.

Energy Transfer Equity, L.P. (NYSE:ETE) owns the general partner of Energy Transfer Partners and approximately 62.5 million ETP limited partner units. Together ETP and ETE have a combined enterprise value of approximately \$20 billion.

Energy Transfer Partners, L.P. (NYSE:ETP) is a publicly traded partnership owning and operating a diversified portfolio of mostly midstream energy assets. ETP's natural gas operations include intrastate natural gas gathering and transportation pipelines, natural gas treating and processing assets located in Texas and Louisiana, and three natural gas storage facilities located in Texas. These assets include approximately 12,000 miles of intrastate pipeline in service, with an additional 600 miles of intrastate pipeline under construction, and 2,400 miles of interstate pipeline. ETP is also one of the three largest retail marketers of propane in the U.S., serving more than one million customers across the country.

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

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