

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WARREN KELCY L</u> (Last) (First) (Middle) <u>3738 OAK LAWN AVENUE</u> (Street) <u>DALLAS TX 75219</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Partners, L.P. [ETP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/21/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	08/21/2015		D		21,000,000 ⁽¹⁾	D	(1)	2,571,695 ⁽²⁾	I	By Energy Transfer Equity, L.P. ⁽³⁾
Common Units								21,107	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- Pursuant to an Exchange and Repurchase Agreement, dated as of July 14, 2015, among Energy Transfer Equity, L.P. ("ETE"), Energy Transfer Partners GP, L.P., a Delaware limited partnership, and Energy Transfer Partners, L.P. ("ETP"), on August 21, 2015, ETE transferred to ETP, and ETP repurchased, 21,000,000 common units representing limited partner interests in ETP ("Common Units"), in exchange for the sale by ETP to ETE of 100% of the incentive distribution rights of Sunoco LP and all of the issued and outstanding membership interests in Sunoco GP LLC. As part of the transaction, ETE also agreed to a reduction in the aggregate quarterly distributions it receives with respect to its incentive distribution rights in ETP in the amount of \$8.75 million per quarter commencing with the quarter ending September 30, 2015 and ending with the quarter ending June 30, 2017.
- On July 14, 2015, ETE Common Holdings LLC, a Delaware limited liability company and a wholly owned subsidiary of ETE ("ETE Holdings"), transferred 12,739,270 Common Units to ETE pursuant to Contribution Agreement between ETE and ETE Holdings.
- The Reporting Person is Chairman of the Board of LE GP, LLC, which is the general partner of ETE (the "General Partner"), and holds an 81.2% membership interest in the General Partner. The Reporting Person may be deemed to have beneficially acquired the securities held indirectly through ETE reported herein, but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

Remarks:

Peggy J. Harrison as Attorney-in-Fact for Kelcy L. Warren 08/25/2015

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.