

**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>8111 WESTCHESTER DRIVE</u>  (Street) <u>DALLAS TX 75225</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer LP [ ET ]</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)  <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2018</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	11/12/2018		P		1,500,000	A	\$15.64 <sup>(1)</sup>	39,042,084	D	
Common Units	11/13/2018		P		500,000	A	\$15.26 <sup>(2)</sup>	39,542,084	D	
Common Units								10,224,429	I	By: Kelcy Warren Partners II, LP <sup>(3)</sup>
Common Units								328,383	I	By: ET Company, Ltd. <sup>(4)</sup>
Common Units								98,093,962	I	By: Kelcy Warren Partners, LP <sup>(5)</sup>
Common Units								91,585,486	I	By: Seven Bridges Holdings, LLC <sup>(6)</sup>
Common Units								104,166	I	By: Spouse
Common Units								601,076	I	By: LE GP, LLC <sup>(7)</sup>

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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:**

1. The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$15.38 to \$15.94, inclusive. The reporting person undertakes to provide to ET, any security holder of ET, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within this range.

2. The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$14.87 to \$15.67, inclusive. The reporting person undertakes to provide to ET, any security holder of ET, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within this range.

3. The reported units are owned directly by Kelcy Warren Partners II, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
4. The reported units are owned directly by ET Company Ltd. The reported units represent the estimated pro rata interest of Mr. Warren in ET Company Ltd., including through his interest therein held through Three Dawaco, Inc. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
5. The reported units are owned directly by Kelcy Warren Partners, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
6. The reported units are owned directly by Seven Bridges Holdings LLC a limited liability company owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
7. The reported units are owned directly by LE GP, LLC. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

**Remarks:**

[Sonia Aube, Attorney-in-fact  
for Mr. Warren](#)      [11/14/2018](#)

\*\* 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.**