

Energy Transfer Partners, L.P.  
Form 8-K  
October 28, 2010

**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): October 28, 2010**

**ENERGY TRANSFER PARTNERS, L.P.**  
(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>1-11727</b><br>(Commission File Number) | <b>73-1493906</b><br>(IRS Employer Identification No.) |
|--|--|--|

|  |                            |
|--|----------------------------|
| <b>3738 Oak Lawn Avenue</b><br><b>Dallas, TX</b><br>(Address of Principal Executive Offices) | <b>75219</b><br>(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))

**Item 7.01. Regulation FD Disclosure.**

On October 28, 2010, Energy Transfer Partners, L.P. (the “Partnership”) issued a press release announcing that the Partnership’s Board of Directors approved a cash distribution for the quarter ended September 30, 2010.

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 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”).

**Item 8.01. Other Events.**

On October 28, 2010, the Partnership announced that its Board of Directors has approved a quarterly distribution of \$0.89375 per unit (\$3.575 annualized) on common units for the quarter ended September 30, 2010. The cash distribution will be paid on November 15, 2010 to unitholders of record as of the close of business on November 8, 2010.

**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.

| <b>Exhibit Number</b> | <b>Description of the Exhibit</b>                                   |
|-----------------------|---|
| Exhibit 99.1          | Energy Transfer Partners, L.P. Press Release dated October 28, 2010 |

**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 Partners, L.P.**

By: Energy Transfer Partners GP, L.P.,  
its general partner

By: Energy Transfer Partners, L.L.C., its general partner

Date: October 28, 2010

/s/ Martin Salinas, Jr.

Martin Salinas, Jr.  
Chief Financial Officer

**Exhibit Index**

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