

MILLS RC
Form 4/A
December 27, 2005

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLS RC

(Last) (First) (Middle)

5000 SAWGRASS VILLAGE, STE.
4

(Street)

PONTE VEDRA BEACH, FL 32082

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Energy Transfer Partners, L.P. [ETP]

3. Date of Earliest Transaction
(Month/Day/Year)

12/20/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/21/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Exec. V.P., COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Units | 12/20/2005 | | A | 4,000 | A 11 642,018 | D | |

Common
Units

5,000 ⁽⁴⁾ I

48,000 ⁽⁴⁾ I

Owned by
RC Mills
TTEE R.C.
Mills
Revocable
Trust U/A
dated
03/07/1996.
⁽²⁾

Common
UnitsCommon
Units held by
spouse for
which the
reporting
person
disclaims
beneficial
ownership.

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

**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 control
number.**SEC 1474
(9-02)**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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Common Units | (3) | 12/20/2005 | | M | 4,000 | (1) | (1) | Common Units | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| MILLS RC 5000 SAWGRASS VILLAGE STE. 4 PONTE VEDRA BEACH, FL 32082 | Exec. V.P., COO |

Signatures

Robert A. Burk, by Power of
Attorney

12/27/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Issuance of common units for that portion of the September 1, 2004 award to the reporting person under the Energy Transfer Partners, L.P. Unit Plan that vested on September 1, 2005 upon the attainment by the issuer of certain performance criteria related to the award.
- (2) The reporting person disclaims beneficial ownership of common units held by RC Mills TTEE R.C. Mills Revocable Trust U/A dated 03/07/1996 except to the extent of his pecuniary interest therein.
- (3) Each restricted common unit awarded under the Energy Transfer Partners, L.P. 2004 Unit Plan represents a contingent right to receive one common unit upon vesting.
- (4) This amendment is being filed to correct an error in the reporting person's holdings

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

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