Energy Transfer Partners, L.P.

Form 4

December 09, 2015

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCREA MARSHALL S III			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			Energy Transfer Partners, L.P. [ETP]					(Check all applicable)			
				Earliest Tr	ansaction			-			
800 E. SON 400	(Month/Day/Year) 12/09/2015					X_ Director 10% Owner Officer (give title below) Other (speci					
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
SAN ANTO											
(City)	(State)	Table I - Non-Derivative Securities Acq					uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deeme (Month/Day/Year) Execution I any (Month/Day		on Date, if	Date, if Transaction(A) or Dispose Code (Instr. 3, 4 and Pay/Year) (Instr. 8)			of (D)	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	12/09/2015			A	123,507 (1)	(D)	\$ 0	600,608	D		
Common Units								23,640	I	By Son	

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

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SEC 1474

(9-02)

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or l (Instr. 3) Prio De		or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve s l		Underlying Securities (Instr. 3 and	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

MCCREA MARSHALL S III 800 E. SONTERRA BLVD. SUITE 400 SAN ANTONIO, TX 78258



#### **Signatures**

Peggy J. Harrison, Attorney-in-fact for Mr. 12/09/2015 McCrea

> \*\*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).

An award of restricted Common Units granted under the Energy Transfer Partners, L.P. 2008 Amended and Restated Long-Term (1) Incentive Plan that will vest 60% on December 5, 2018 and 40% on December 5, 2020 based on the participant's continued employment on each applicable vesting date.

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.

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