Grimm Michael K Form 4 January 23, 2009

#### FORM 4

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

**SECURITIES** 

OMB 33

Check this box
if no longer
white to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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 ** Grimm Michael K			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)					
(Last)	(First) (M	fiddle)	3. Date of Earliest Transaction									
C/O RISINO HOOD STR	Y, 3141 (	(Month/Day/Year) 01/21/2009				_X_ Director Officer (giv below)		6 Owner er (specify				
(Street)			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
		]	Filed(Month/Day/Year)					Applicable Line)				
DALLAS, TX 75219			(				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	I - Nor	ı-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution			1 '			))	5. Amount of 6. Ownership 7. Nature Securities Form: Direct Indirect Beneficially (D) or Beneficia Owned Indirect (I) Ownershi			
			,			Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Units	01/21/2009			G	V	10	A	\$0	7,706	D		

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)

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable Date				
							2		of	
				Code V	(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Grimm Michael K C/O RISING STAR ENERGY 3141 HOOD STREET, SUITE 350 DALLAS, TX 75219	X					

#### **Signatures**

Peggy J. Harrison, Attorney-in-Fact 01/23/2009

\*\*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).

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. h: 1; border-bottom-width: 1">Relationships Director 10% Owner Officer OtherMcCarthy J Kevin COWEN GROUP, INC.

1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020 General Counsel

#### **Signatures**

/s/ J. Kevin McCarthy 03/07/2008

\*\*Signature of Date
Reporting Person

Reporting Owners 2

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