

Energy Transfer Partners, L.P.  
Form FWP  
January 11, 2017

Filed pursuant to Rule 433

Issuer Free Writing Prospectus dated January 11, 2017

Relating to Preliminary Prospectus Supplement dated January 11, 2017

Registration Statement No. 333-202507

**ENERGY TRANSFER PARTNERS, L.P.**

**4.200% SENIOR NOTES DUE 2027**

**5.300% SENIOR NOTES DUE 2047**

**Pricing Term Sheet**

Issuer: Energy Transfer Partners, L.P.  
Expected Ratings: Baa3/Negative  
(Moody s/S&P/Fitch)\*: BBB-/Stable  
BBB-/Stable  
Security Type: Senior Notes  
Pricing Date: January 11, 2017  
Settlement Date: January 17, 2017 (T+3)

	<u>4.200% Senior Notes</u>	<u>5.300% Senior Notes</u>
	<u>due 2027</u>	<u>due 2047</u>
Maturity Date:	April 15, 2027	April 15, 2047
Principal Amount:	\$600,000,000	\$900,000,000
Benchmark Treasury:	2.000% due November 15, 2026	2.250% due August 15, 2046
Benchmark Treasury Yield:	2.374%	2.983%
Re-offer Spread:	+185 bps	+235 bps
Re-offer Yield to Maturity:	4.224%	5.333%
Coupon:	4.200%	5.300%
Public Offering Price:	99.786%	99.483%
Optional Redemption:		

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Make-Whole Call:	T + 30 bps prior to January 15, 2027	T + 40 bps prior to October 15, 2046
Call at Par:	On or after January 15, 2027	On or after October 15, 2046
Interest Payment Dates:	April 15 and October 15, beginning October 15, 2017	April 15 and October 15, beginning October 15, 2017
CUSIP / ISIN:	29273R BK4 / US29273RBK41	29273R BL2 / US29273RBL24

Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
MUFG Securities Americas Inc.  
TD Securities (USA) LLC  
BBVA Securities Inc.  
Credit Suisse Securities (USA) LLC  
Goldman, Sachs & Co.  
HSBC Securities (USA) Inc.  
Mizuho Securities USA Inc.  
Natixis Securities Americas LLC  
PNC Capital Markets LLC  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC  
Co-Managers: Credit Agricole Securities (USA) Inc.  
ING Financial Markets LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold a security and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a base prospectus and a prospectus supplement) with the U.S. Securities and Exchange Commission, or the SEC, for the offering to which this communication relates. Before you invest, you should read the prospectus supplement for this offering, the prospectus in that registration statement and any other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by searching the SEC's online database (EDGAR) on the SEC web site at <http://www.sec.gov>. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, MUFG Securities Americas Inc. at 1-877-649-6848 or TD Securities (USA) LLC at 1-855-495-9846.

This pricing term sheet supplements the preliminary prospectus supplement filed by Energy Transfer Partners, L.P. on January 11, 2017 relating to the prospectus dated March 5, 2015.