

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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Energy Transfer Partners, L.P.

CIK: **1012569** | IRS No.: **731493906** | State of Incorporation: **DE** | Fiscal Year End: **0831**
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SIC: **4922** Natural gas transmission

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**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**

**January 26, 2009
Date of Report (Date of earliest event reported)**

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

**Delaware
(State or other jurisdiction
of incorporation)**

**1-11727
(Commission
File Number)**

**73-1493906
(IRS Employer
Identification Number)**

**3738 Oak Lawn Avenue
Dallas, TX 75219
(Address of principal executive offices)**

**(214) 981-0700
(Registrant's telephone number, including area code)**

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))
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Item 7.01. Regulation FD Disclosure.

On January 26, 2009, 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 December 31, 2008.

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 January 26, 2009, the Partnership issued a press release announcing the Partnership’s quarterly distribution to unitholders.

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.

<u>Exhibit Number</u>	<u>Description of the Exhibit</u>
Exhibit 99.1	Energy Transfer Partners, L.P. Press Release, dated January 26, 2009.

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: January 26, 2009

/s/ Martin Salinas

Martin Salinas

Chief Financial Officer

Exhibit Index

Exhibit Number	Description of the Exhibit
Exhibit 99.1	Energy Transfer Partners, L.P. Press Release, dated January 26, 2009.



**ENERGY TRANSFER PARTNERS ANNOUNCES CASH DISTRIBUTION
FOR FOURTH QUARTER OF 2008
Energy Transfer Equity Declares Distribution Increase**

DALLAS - January 26, 2009 – **Energy Transfer Partners, L.P. (NYSE:ETP)** and Energy Transfer Equity, L.P. (**NYSE:ETE**) today announced that the Board of Directors of each Partnership has approved quarterly distributions for the quarter ended December 31, 2008.

ETP' s Board of Directors has approved a quarterly distribution of \$0.89375 per unit (\$3.575 annualized) on ETP common units for the quarter ended December 31, 2008. The cash distribution for the quarter ended December 31, 2008 will be paid on February 13, 2009 to Unitholders of record as of the close of business on February 6, 2009. The distribution rate is unchanged from the distribution paid for the quarter ended September 30, 2008.

“We have completed several large diameter pipeline projects, mainly in the Barnett Shale and Bossier Sands producing basins, which have contributed to our distributable cash flow growth during the second half of 2008,” stated Martin Salinas, ETP' s Chief Financial Officer. “We expect that these completed projects, along with three major pipeline projects to be completed in the next three to nine months, will support distributable cash flow growth through 2009.”

“We continue to be mindful of the volatile market conditions that are present and accordingly, we believe it is prudent to preserve our liquidity and further strengthen our financial flexibility at this time,” stated Kelcy Warren, ETP' s Chief Executive Officer. “Our long-term objective remains unchanged – to increase distributable cash flow by engaging in a well-balanced plan for growth through internally generated expansion projects, strategic acquisitions and measures aimed at increasing the profitability of our existing assets.”

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ETE' s Board of Directors has approved a quarterly distribution of \$0.51 per unit (\$2.04 annualized) on ETE' s outstanding common units for the quarter ended December 31, 2008. The quarterly distribution of \$0.51 per unit represents an increase of \$0.12 per common unit on an annualized basis and was principally the result of the recent ETP equity offering. The distribution will be paid on February 19, 2009 to Unitholders of record as of the close of business on February 6, 2009.

“We are pleased to announce an increase this quarter in the distribution to our ETE Unitholders,” said John McReynolds, ETE' s President and Chief Financial Officer. “ETE' s increase highlights the resilience of the Energy Transfer partnerships in this turbulent market. Our goal remains to create tangible value for all of our Unitholders, while building a premier natural gas pipeline system and propane distribution company.”

Energy Transfer Partners, L.P. (**NYSE:ETP**) is a publicly traded partnership owning and operating a diversified portfolio of energy assets. ETP has pipeline operations in Arizona, Colorado, Louisiana, New Mexico, and Utah, and owns the largest intrastate pipeline system in Texas. ETP' s natural gas operations include intrastate natural gas gathering and transportation pipelines, natural gas treating and processing assets and three natural gas storage facilities located in Texas. These assets include approximately 14,550 miles of intrastate pipeline in service, with approximately 250 miles of intrastate pipeline under construction. In addition, ETP owns 2,450 miles of interstate pipeline in service, with approximately 250 miles of interstate pipeline under construction. ETP is also one of the three largest retail marketers of propane in the United States, serving more than one million customers across the country.

Energy Transfer Equity, L.P. (**NYSE:ETE**) is a publicly traded partnership, which owns the general partner of Energy Transfer Partners, L.P. and approximately 62.5 million ETP limited partner units.

This press release may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management' s control. An extensive list of factors that can affect future results are discussed in the Partnership' s Annual Report on Form 10-K and other documents filed from time to time with the

Securities and Exchange Commission. The Partnership undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

The information contained in this press release is available on our website at www.energytransfer.com.

Company: Energy Transfer Partners, L.P. (NYSE:ETP)

Record Date: February 6, 2009

Ex Date: February 4, 2009

Payment Date: February 13, 2009

Amount Paid: \$0.89375 per Common Unit

Company: Energy Transfer Equity, L.P. (NYSE:ETE)

Record Date: February 6, 2009

Ex Date: February 4, 2009

Payment Date: February 19, 2009

Amount Paid: \$0.51 per Common Unit

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