

Energy Transfer Partners, L.P.  
Form 8-K  
February 16, 2011

**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**

**February 16, 2011  
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)  
3738 Oak Lawn Avenue  
Dallas, TX 75219  
(Address of principal executive offices)  
(214) 981-0700**

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

**(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 2.02. Results of Operations and Financial Condition.**

On February 16, 2011, Energy Transfer Partners, L.P. (the Partnership ) issued a press release announcing its financial and operating results for the fourth quarter ended December 31, 2010. A copy of this press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 2.02 and in the attached exhibit shall be deemed to be furnished and not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

**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.

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
Exhibit 99.1	Energy Transfer Partners, L.P. Press Release dated February 16, 2011

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**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: February 16, 2011

/s/ Martin Salinas, Jr.  
Martin Salinas, Jr.  
Chief Financial Officer

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
Exhibit 99.1	Energy Transfer Partners, L.P. Press Release dated February 16, 2011