

Energy Transfer Partners, L.P.  
Form 8-K  
January 28, 2010

**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**

**Date of Report (Date of earliest event reported): January 28, 2010**

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

(Exact name of registrant as specified in its charter)

**Delaware**

**1-11727**

**73-1493906**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3738 Oak Lawn Avenue  
Dallas, TX**

**75219**

(Address of principal executive offices)

(Zip Code)

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

(Former name or former address, if changed since last report.)

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 28, 2010, 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, 2009.

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 28, 2010, the Partnership announced that its Board of Directors has approved a quarterly distribution of \$0.89375 per unit (\$3.575 annualized) on common units for the quarter ended December 31, 2009. The cash distribution will be paid on February 15, 2010 to unitholders of record as of the close of business on February 8, 2010.

**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.

**Exhibit**

**Number                      Description of the Exhibit**

Exhibit 99.1      Energy Transfer Partners, L.P. Press Release, dated January 28, 2010.

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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: January 28, 2010

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

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**Exhibit Index**

**Exhibit  
Number**

**Description of the Exhibit**

Exhibit 99.1 Energy Transfer Partners, L.P. Press Release, dated January 28, 2010.