

Susser Petroleum Partners LP
 Form 3
 October 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Energy Transfer Partners, L.P.		(Month/Day/Year)	Susser Petroleum Partners LP [SUSP]	
(Last)	(First)	(Middle)	08/29/2014	
3738 OAK LAWN AVE.		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
DALLAS,Â TXÂ 75219		___ Director ___X_ 10% Owner		_X_ Form filed by One Reporting Person
(City)	(State)	(Zip)	___ Officer ___ Other (give title below) (specify below)	
				___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	79,308 ⁽²⁾	I	By Susser Holdings Corporation and its subsidiaries

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Subordinated Units	Â (1)	Â (1)	Common Units 10,939,436 <u>(2)</u>	\$ (1)	I By Susser Holding Corporation and its subsidiaries

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219	Â	Â X	Â	Â

Signatures

Energy Transfer Partners, L.P., by its general partner Energy Transfer Partners GP, L.P., by its general partner Energy Transfer Partners, L.L.C., by William J. Healy, Associate General Counsel and Assistant Secretary

10/03/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period as described in the Issuer's Registration Statement on Form S-1 (File No. 333-182276).
- (2) On August 29, 2014, ETP completed the acquisition of Susser Holdings Corporation ("Susser"), pursuant to the terms of the Agreement and Plan of Merger, dated as of April 27, 2014. As a result of the merger, ETP acquired an indirect 100% equity interest in Susser and the general partner interest, incentive distribution rights and the common and subordinated units representing limited partner interests in the Issuer.

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.