

MCCREA MARSHALL S III  
 Form 4  
 October 23, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 MCCREA MARSHALL S III

2. Issuer Name and Ticker or Trading Symbol  
 Energy Transfer LP [ET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 800 E. SONTERRA BLVD., SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)  
 10/19/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Group COO & CCO

(Street)  
 SAN ANTONIO, TX 78258

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Units	10/19/2018		A	V	1,360,613	A	(1) 2,671,761 (2) D
Common Units	10/19/2018		A		45,389	A	(1) 45,389 I By: Son

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

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(3)					(3)	(3)	(3)	(3)	Common Units (3)	537,379

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCREA MARSHALL S III 800 E. SONTERRA BLVD. SUITE 400 SAN ANTONIO, TX 78258	X		Group COO & CCO	

## Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. McCrea  
 10/23/2018  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Acquisition in connection with the merger of a wholly owned subsidiary of Energy Transfer Equity, L.P. ("ETE") with Energy Transfer Partners, L.P. ("ETP"), with ETP continuing as the surviving entity and becoming a wholly owned subsidiary of ETE (the "Merger"). On October 18, 2018, the last trading day for the ETP common units, the closing price of ETP's common units was \$21.47 per unit and the closing price of ETE's common units was \$16.82 per unit. Each ETP common unit outstanding was converted into the right to receive 1.28 ETE common units. As part of the Merger, ETE changed its name to "Energy Transfer LP" and its common units began trading on the New York Stock Exchange ("NYSE") under the "ET" ticker symbol when the market opened on Friday, October 19, 2018.
- (2) 937,662 of the reported units represents restricted unit awards granted under one of the Energy Transfer LP Long-Term Incentive Plans that vest 60% after three years and 40% after five years.
- (3) An award of phantom units granted under the Amended and Restated Energy Transfer LP Long-Term Incentive Plan scheduled to vest 60% on December 5, 2020 and 40% on December 5, 2022 that may vest in Partnership units, cash or other securities.

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.