

WARREN KELCY L
Form 4
November 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WARREN KELCY L

(Last) (First) (Middle)

8111 WESTCHESTER DRIVE

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Units	11/12/2018		P		1,500,000	A		\$ 15.64 (1)	39,042,084	D	
Common Units	11/13/2018		P		500,000	A		\$ 15.26 (2)	39,542,084	D	
Common Units									10,224,429	I	By: Kelcy Warren Partners II, LP (3)
									328,383	I	

Common Units				By: ET Company, Ltd. ⁽⁴⁾
Common Units	98,093,962	I		By: Kelcy Warren Partners, LP ⁽⁵⁾
Common Units	91,585,486	I		By: Seven Bridges Holdings, LLC ⁽⁶⁾
Common Units	104,166	I		By: Spouse
Common Units	601,076	I		By: LE GP, LLC ⁽⁷⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	9. Nu
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	-------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN KELCY L 8111 WESTCHESTER DRIVE	X		CEO	

DALLAS, TX 75225

Signatures

Sonia Aube, Attorney-in-fact for Mr.
Warren

11/14/2018

__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) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$15.38 to \$15.94, inclusive. The reporting person undertakes to provide to ET, any security holder of ET, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within this range.

(2) The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$14.87 to \$15.67, inclusive. The reporting person undertakes to provide to ET, any security holder of ET, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within this range.

(3) The reported units are owned directly by Kelcy Warren Partners II, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

(4) The reported units are owned directly by ET Company Ltd. The reported units represent the estimated pro rata interest of Mr. Warren in ET Company Ltd., including through his interest therein held through Three Dawaco, Inc. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

(5) The reported units are owned directly by Kelcy Warren Partners, LP, a limited partnership owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

(6) The reported units are owned directly by Seven Bridges Holdings LLC a limited liability company owned by Mr. Warren. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

(7) The reported units are owned directly by LE GP, LLC. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

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.