

Energy Transfer Equity, L.P.
 Form 4
 March 10, 2016

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 Equity, L.P. [ETE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/08/2016

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)

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 (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	--	--	---

Edgar Filing: Energy Transfer Equity, L.P. - Form 4

	Derivative Security		Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56	03/08/2016	A		25,848,220		(1)	(1)	COMMON UNITS
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56	03/08/2016	A		8,244,900		(1)	(1)	COMMON UNITS
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56	03/08/2016	A		264,806		(1)	(1)	COMMON UNITS
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56	03/08/2016	A		79,102,200		(1)	(1)	COMMON UNITS
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56	03/08/2016	A		73,853,816		(1)	(1)	COMMON UNITS
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56	03/08/2016	A		84,000		(1)	(1)	COMMON UNITS

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN KELCY L 8111 WESTCHESTER DRIVE DALLAS, TX 75225	X	X		

Signatures

Sonia Aube, Attorney-in-fact for Mr. Warren
03/10/2016

__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).

The Series A Convertible Preferred Units (the "Convertible Units") representing limited partner interests in Energy Transfer Equity, L.P. (the "Partnership") will automatically convert on the first business day following the date that is the earliest of (a) May 18, 2018, (b) the date upon which all Convertible Units would be convertible into 136,612,021 common units representing limited partner interests in the Partnership ("common units"), (c) the date of a change of control of the Partnership or (d) the date of a dissolution of the Partnership (the "Conversion Date").

(1) On the Conversion Date, each Convertible Unit will automatically convert into common units, the number of which will be determined by dividing (a) the Conversion Value (as defined below) on that date by (b) \$6.56. The conversion value of each Convertible Unit (the "Conversion Value") on the transaction date is zero, and the Conversion Value will increase each fiscal quarter in an amount equal to \$0.285 less the cash distribution actually paid with respect to each Convertible Unit for such quarter (or, if prior to the closing of the Partnership's acquisition of The Williams Companies, Inc., or earlier termination of the merger agreement relating to such acquisition, with respect to each Participating Common Unit (as defined below)).

(2) One Convertible Unit was issued for each common unit (a "Participating Common Unit") that the holder validly elected to participate in a plan (the "Plan") to forgo a portion of future potential cash distributions on Participating Common Units for a period of up to nine fiscal quarters, commencing with distributions for the fiscal quarter ending March 31, 2016.

(3) The reported Convertible 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 Convertible Units except to the extent of his pecuniary interest therein.

(4) The reported Convertible Units are owned directly by ET Company, Ltd. and include 259,792 units attributable to Mr. Warren's limited partner interest, as well as 5,014 units attributable to Mr. Warren's general partner interest. Mr. Warren disclaims beneficial ownership of the reported Convertible Units except to the extent of his pecuniary interest therein.

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

(6) The reported Convertible 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 Convertible 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.