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Energy Transfer Partners, L.P.

Form 8-K/A

August 17, 2007

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

**FORM 8-K/A  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report: August 17, 2007  
Date of earliest event reported: June 11, 2007**

**ENERGY TRANSFER PARTNERS, L.P.  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction  
of incorporation)**

**1-11727  
(Commission  
File Number)  
3738 Oak Lawn Avenue  
Dallas, Texas 75219**

**73-1493906  
(IRS Employer  
Identification No.)**

**(Address of principal executive offices) (Zip Code)  
(214) 981-0700**

**(Registrant's telephone number, including area code)**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 11, 2007, Energy Transfer Partners, L.P. announced that Ray C. Davis, Co-Chief Executive Officer and Co-Chairman of Energy Transfer Partners, L.P. (ETP) and Co-Chairman of Energy Transfer Equity, L.P. (ETE), would retire from these positions following a transition period to transfer his duties to other members of the management team. This transition period has concluded and Mr. Davis' retirement became effective as of August 15, 2007. As a result of Mr. Davis' retirement, Kelcy L. Warren, formerly the Co-Chief Executive Officer and Co-Chairman of ETP and Co-Chairman of ETE, became the sole Chief Executive Officer and sole Chairman of ETP and sole Chairman of ETE upon the effective date of Mr. Davis' retirement.

**SIGNATURE**

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

Dated: August 17, 2007

By: /s/ Thomas P. Mason  
Thomas P. Mason  
General Counsel