ALBIN DAVIDR

Form 4

December 23, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and ALBIN DA	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer						
			Energy Transfer Equity, L.P. [ETE]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					•				
	(Month/Day/Year)					_X_ Director 10% Owner Officer (give title below) Other (specify below)						
3738 OAK	12/19/2008											
	4. If Am	endment, I	Date Original		6.	6. Individual or Joint/Group Filing(Check						
						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
DALLAS,					Pe	Person						
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Sec	urities	Acquii	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transacti Code (Instr. 8)	4. Securities A oror Disposed o (Instr. 3, 4 and Amount	f (D)	d (A)	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 Beneficial Ownership (Instr. 4)		
Common Units	12/19/2008			J <u>(1)</u>	15,200,538	A	\$ 0 (2)	15,631,778 (3)	I	By Natural Gas Partners VI, L.P.		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3	3 and 4)		Own	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ALBIN DAVIDR 3738 OAK LAWN AVENUE X DALLAS, TX 75219

Signatures

/s/ Sonia Aube, Attorney-In-Fact

12/23/2008

**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) Pro rata distribution to the partners of ETC Holdings, L.P.
- (2) Not applicable: pro rata distribution to partners, without consideration.
 - The reported Common Units are owned directly by NGP. G.F.W. Energy VI L.P. and GFW VI, L.L.C. may be deemed to beneficially own the units owned of record by NGP, by virtue of GFW VI, L.L.C. being the sole general partner of G.F.W. Energy VI L.P. G.F.W.
- (3) Energy VI, L.P. is the sole general partner of NGP. Mr. Albin is a member of such entity and may also be deemed to share power to vote or to direct the vote and to dispose or to direct the disposition of, the Common Units held by NGP. Mr. Albin disclaims beneficial ownership of the reported Common 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.

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