

WARREN KELCY L
Form 4
December 13, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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

2. Issuer Name and Ticker or Trading Symbol
Energy Transfer Equity, L.P. [ETE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2010

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

3738 OAK LAWN AVENUE

(Street)

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

DALLAS, TX 75219

(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 Beneficial Ownership (Instr. 4)
Common Units	12/03/2010		J ⁽¹⁾	150,269 A	\$ 0 150,269	I	By LE GP LLC
Common Units					17,964,706	I	By ETC Holdings LP ⁽²⁾
Common Units					1,500,000	I	By Kelcy Warren Partners II, LP ⁽³⁾
Common Units					5,912,055	D ⁽⁵⁾	

Common Units	17,136,398	I	By Kelcy Warren Partners, LP <u>(4)</u> <u>(5)</u>
-----------------	------------	---	---

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 Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN KELCY L 3738 OAK LAWN AVENUE DALLAS, TX 75219	X	X		

Signatures

/s/ Sonia Aube,
Attorney-in-Fact

12/13/2010

__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 reported units are owned directly by LE GP, LLC. On December 3, 2010, Mr. Warren acquired an additional 40.6 percent membership interest in LE GP, LLC, giving him an 81.2 percent membership interest. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

Edgar Filing: WARREN KELCY L - Form 4

- (2) The reported units are owned directly by ETC Holdings LP (ETC). The reported units represent the estimated pro rata interest of Mr. Warren in ETC, including his interest in other partners of ETC.
- (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 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.
- (5) Also reflects the correction of the nature of beneficial ownership of 128,500 units between direct holdings and indirect holdings.

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.