

Energy Transfer Equity, L.P.  
Form SC 13G/A  
December 30, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**ENERGY TRANSFER EQUITY, L.P.**

**(Name of Issuer)**

**COMMON UNITS**

**(Title of Class of Securities)**

**29273V100**

**(CUSIP Number)**

**DECEMBER 19, 2008**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

ETC Holdings, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5. SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8. SHARED DISPOSITIVE POWER

WITH

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-%

**12. TYPE OF REPORTING PERSON** (See Instructions)

PN

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**Item 1 (a). Name of Issuer**

Energy Transfer Equity, L.P.

**Item 1 (b). Address of Issuer's Principal Executive Offices**

3738 Oak Lawn Avenue

Dallas, Texas 75219

**Item 2 (a). Name of Person Filing**

ETC Holdings, L.P.

**Item 2 (b). Address of Principal Business Office or, if none, Residence**

3738 Oak Lawn Avenue

Dallas, Texas 75219

**Item 2 (c). Citizenship**

Texas

**Item 2 (d). Title of Class of Securities**

Common Units

**Item 2 (e). CUSIP Number**

29273V100

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person is a:**

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) .. Investment company registered under Section 8 of the Investment Company Act;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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**Item 4. Ownership**

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: -0-
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: -0-
  - (ii) shared power to vote or to direct the vote: -0-
  - (iii) sole power to dispose or to direct the disposition of: -0-
  - (iv) shared power to dispose or to direct the disposition of: -0-

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

On December 19, 2008, certain limited partners and members of the general partner of ETC Holdings, L.P. ( ETC ), withdrew from ETC and received their entire interest in ETC in a pro rata distribution. As a result, common units previously reported as direct holdings of ETC are no longer beneficially owned by ETC and will now be reported as indirect holdings of ETC 's partners. Accordingly, ETC will no longer file reports under Rule 13d-1 of the Securities Exchange Act of 1934.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 29, 2008

ETC Holdings, L.P.

By: ET GP, LLC, general partner

By: /s/ Sonia Aube, Attorney-In-Fact