

MCCREA MARSHALL S III
 Form 4
 May 23, 2018

FORM 4

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

OMB APPROVAL

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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 *
 MCCREA MARSHALL S III

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)
 800 E. SONTERRA BLVD., SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Group COO & CCO

(Street)
 SAN ANTONIO, TX 78258

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

(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	04/19/2017		J	Amount (1)	\$ 0 (1)	D	
Common Units	05/21/2018		C	267,156	A (3) 1,444,726 (2)	D	

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.

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Units	\$ 6.56	05/21/2018		C	1,112,728	(3)	(3)	Common Units	267,15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCREA MARSHALL S III 800 E. SONTERRA BLVD. SUITE 400 SAN ANTONIO, TX 78258	X		Group COO & CCO	

Signatures

Sonia Aube, Attorney-in-fact for Mr. McCrea
Date: 05/23/2018

__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) Transfer of units to former spouse as a division of marital assets.
- (2) The amount of Securities Beneficially Owned has been units adjusted to include units acquired through a distribution reinvest plan.

On May 21, 2018 (the "Conversion Date"), the Series A Convertible Preferred Units (the "Convertible Units") representing limited partner interests in Energy Transfer Equity, L.P. (the "Partnership") automatically converted into a number of common units representing limited partner interests in the Partnership ("common units") determined by dividing (a) the Conversion Value (as defined below) on the

- (3) Conversion Date by (b) \$6.56. On the date the Convertible Units were issued, the Conversion Value (as defined below) of each Convertible Unit was zero, and the Conversion Value increased each fiscal quarter since the issuance and prior to the Conversion Date in an amount equal to \$0.285 less the cash distribution actually paid with respect to each Convertible Unit for such quarter. As of the Conversion Date, the conversion value of each Convertible Unit is \$1.575 (the "Conversion Value").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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