

Energy Transfer Partners, L.P.
 Form 4/A
 January 17, 2017

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 *
Sturrock Troy

(Last) (First) (Middle)
 8111 WESTCHESTER DRIVE,
 SUITE 600
 (Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
01/13/2017

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Units	12/28/2016		A		12,054 <u>(1)</u> <u>(2)</u>	A	\$ 0 37,172 D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sturrock Troy 8111 WESTCHESTER DRIVE, SUITE 600 DALLAS, TX 75225			SVP & Controller	

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Sturrock
 Date: 01/17/2017

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).
- An award of restricted Common Units granted under the Energy Transfer Partners, L.P. 2008 Second Amended and Restated Long-Term Incentive Plan that will vest 60% on December 5, 2019 and 40% on December 5, 2021 contingent upon the continued employment of the reporting person on each applicable vesting date.
- (1) Incentive Plan that will vest 60% on December 5, 2019 and 40% on December 5, 2021 contingent upon the continued employment of the reporting person on each applicable vesting date.
 - (2) The reporting person is amending the Form 4 to correct the number of common units originally reported as 12,000. The correct number of common units that should have been reported is 12,054.

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.