

Energy Transfer Equity, L.P.  
Form 4  
December 07, 2015

**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 \*  
**WARREN KELCY L**

(Last) (First) (Middle)

8111 WESTCHESTER DRIVE

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/04/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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					
Common Units	12/04/2015		P		485,000	A	\$ 18.89	8,244,900 (1)	I	By: Kelcy Warren Partners II, LP (2)
Common Units	12/09/2015		P		1,181,777	A	\$ 15.85 (3)	25,029,997 (4)	D	
Common Units	12/09/2015		P		818,223	A	\$ 16.38 (5)	25,848,220	D	
Common Units								73,853,812 (6)	I	By: Seven Bridges

Common Units	79,102,200 <u>(8)</u>	I	Holdings, LLC <u>(7)</u> By: Kelcy Warren Partners, LP <u>(9)</u>
Common Units	601,076 <u>(10)</u>	I	By: LE GP, LLC <u>(11)</u>
Common Units	5,012 <u>(12)</u>	I	By: ET Company, Ltd. <u>(13)</u>
Common Units	84,000 <u>(14)</u>	I	By Spouse <u>(15)</u>

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

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(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 8111 WESTCHESTER DRIVE DALLAS, TX 75225	X	X		

## Signatures

Sonia Aube, Attorney-in-fact for Mr.  
Warren

12/07/2015

\_\_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) The reporting person's indirect ownership of an additional 3,879,950 Common Units is a result of a 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.
- (2) 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.  
The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$15.14 to \$16.13, inclusive. The reporting person undertakes to provide to ETE, any security holder of ETE, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within this range.
- (3) The reporting person's ownership of an additional 11,924,110 Common Units is a result of a 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.  
The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$16.14 to \$16.70, inclusive. The reporting person undertakes to provide to ETE, any security holder of ETE, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of units purchased at each separate price within this range.
- (4) The reporting person's indirect ownership of an additional 36,926,906 Common Units is a result of two 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.  
The reported units are owned directly by Seven Bridges Holdings LLC a limited liability company owned by Mr. Warren which received such units in a pro rata distribution from ETC Holdings LP. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
- (5) The reporting person's indirect ownership of an additional 39,551,100 Common Units is a result of a 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.
- (6) 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.
- (7) The reporting person's indirect ownership of an additional 300,538 Common Units is a result of a 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.
- (8) The reported units are owned directly by LE GP, LLC. The reported units represent his estimated pro rata interest in LE GP, LLC. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
- (9) The reporting person's indirect ownership of an additional 2,506 Common Units is a result of a 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.  
The reported units are owned directly by ET Company Ltd. The reported units represent the estimated pro rata interest of Mr. Warren in ET Company Ltd., including through his interest therein held through Three Dawaco, Inc. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.
- (10) The reporting person's indirect ownership of an additional 42,000 Common Units is a result of a 2-for-1 split of Energy Transfer Equity, L.P. (ETE) that occurred on July 15, 2015.
- (11) The reported units are held by reporting person's spouse as her separate property. Mr. Warren disclaims beneficial ownership of the reported units.

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.