

Energy Transfer Partners, L.P.  
Form 8-K  
May 08, 2007

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

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report: May 7, 2007**

**Date of earliest event reported: May 7, 2007**

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**ENERGY TRANSFER PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-11727**  
(Commission File Number)

**73-1493906**  
(IRS Employer

Identification No.)

**2838 Woodside Street**

**Dallas, Texas 75204**

(Address of principal executive offices) (Zip Code)

**(214) 981-0700**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On May 2, 2007, the board of directors of the general partner of Energy Transfer Partners, L.P. (the Partnership ) approved an amendment and restatement of the Partnership s 2004 Unit Award Plan. A copy of the Amended and Restated 2004 Unit Award Plan is attached as an Exhibit to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibits are being filed herewith:  
Exhibit Number 10.6.6 Amended and Restated 2004 Unit Award Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Energy Transfer Partners, L.P.**

By: Energy Transfer Partners GP, L.P., its general partner  
By: Energy Transfer Partners, L.L.C., its general partner

Date: May 7, 2007

By: /s/ Ray C. Davis

Ray C. Davis  
Co-Chief Executive Officer