

Energy Transfer Partners, L.P.  
Form 8-K  
October 31, 2008

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
October 31, 2008  
Date of Report (Date of earliest event reported)  
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)  
3738 Oak Lawn Avenue,  
Dallas, TX 75219  
(Address of principal executive offices)  
(214) 981-0700**

**73-1493906  
(IRS Employer  
Identification Number)**

**(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:

- 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 7.01. Regulation FD Disclosure.**

On October 31, 2008, Energy Transfer Partners, L.P. (the Partnership ) issued a press release announcing that the Partnership had re-affirmed its 2008 EBITDA guidance. In addition, the Partnership announced that its Board of Directors approved a cash distribution for the quarter ended September 30, 2008.

A copy of the press release is set forth in Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

**Item 8.01. Other Events.**

On October 31, 2008, the Partnership issued a press release announcing that the Partnership had re-affirmed its 2008 EBITDA guidance and announcing its quarterly distribution to unitholders.

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

(d) **Exhibits.** In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act.

**Exhibit**

**Number          Description of the Exhibit**

Exhibit 99.1    Energy Transfer Partners, L.P. Press Release, dated October 31, 2008.

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**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: October 31, 2008

/s/ Martin Salinas

Martin Salinas  
Chief Financial Officer

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of the Exhibit</b>
Exhibit 99.1	Energy Transfer Partners, L.P. Press Release, dated October 31, 2008.