Energy Transfer Partners, L.P.
Form 4/A
October 22, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLS RC

(Last) (First) (Middle)

5000 SAWGRASS VILLAGE, STE. 4

(Street)

PONTE VEDRA BEACH, FL 32082

(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)
10/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
10/09/2007

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President - Propane Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	10/05/2007		A		2,083 (1)	A	$ 0	650,101	D	
Common Units								48,000	I	Held by reporting person's spouse. (2)
Common Units								5,000	I	Owned by RC Millls TTEE R.C. Mills Revocable Trust U/A

dated 03/07/1996. (3)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS RC 5000 SAWGRASS VILLAGE STE. 4 PONTE VEDRA BEACH, FL 32082			President - Propane Operations	

Signatures

/s/ Peggy J. Harrison, by Power of Attorney	10/22/2007
**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) Issuance of Common Units for that portion of the September 2004, 2005, and 2006 Awards granted to the reporting person under the Energy Transfer Partners, L.P. 2004 Amended and Restated Unit Plan that vested on September 1, 2007 upon the attainment by the issuer of certain performance criteria related to the Awards.

(2) The reporting person disclaims beneficial ownership of Common Units held by his spouse.

(3) The reporting person disclaims beneficial ownership of Common Units held by RC Mills TTEE R.C. Mills Revocable Trust U/A dated 03/07/1996 except to the extent of his pecuniary interest therein.

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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