HERSH KENNETH A

Form 4

January 07, 2009

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HERSH K	Symbol Energy Transfer Equity, L.P. [ETE]						Issuer					
	Energy	y 1 ran	stei	r Equity, L.P.	[EII	٥]	(Check all applicable)					
(Last) (First) (Middle) 3738 OAK LAWN AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/30/2008						_X_ Director 10% Owner Officer (give title below) Other (specify below)			
DALLAS,	4. If Amendment, Date Original Filed(Month/Day/Year)					A -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
	1X 13219							P	Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transa Code (Instr.	(A) or			d (A)	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)	
Common Units	12/30/2008			J <u>(1)</u>	V	15,631,778	D	\$ 0 (2)	0	I	By Natural Gas Partners, L.P.	
Common Units	12/30/2008			J <u>(3)</u>	V	230,209	A	\$ 0 (2)	230,209 (4)	I	By Hersh Investment Partners, L.P.	
Common Units	12/30/2008			J <u>(5)</u>	V	271,018	A	\$ 0 (2)	421,018	D		

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

Edgar Filing: HERSH KENNETH A - Form 4

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.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	umber Expiration Date		Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration Date	Title 1	or		
						Exercisable			Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HERSH KENNETH A 3738 OAK LAWN AVENUE X DALLAS, TX 75219

Signatures

/s/ Sonia Aube, 01/07/2009 Attorney-In-Fact

**Signature of Reporting Person

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) Pro rata distribution to the partners of Natural Gas Partners VI, L.P. ("NGP VI").
- (2) Not applicable: pro rata distribution, without consideration.
- (3) Pro rata distribution to the partners of G.F.W. Energy VI, L.P., the general partner of NGP VI ("GFW LP").
- The reported Common Units are owned directly by Hersh Investment Partners, L.P., a limited partnership owned by Mr. Hersh. Mr. Hersh disclaims beneficial ownership of the reported Common Units except to the extent of his pecuniary interest therein.
- (5) Pro rata distributions to the partners of GFW LP and to the members of GFW VI, L.L.C., the general partner of GFW LP.

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.

Reporting Owners 2