

Ramsey Matthew S.
Form 4
December 22, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Ramsey Matthew S.

(Last) (First) (Middle)

6002 DEERWOOD

(Street)

HOUSTON, TX 77057

(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)

12/20/2017

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)
Common Units				(A) or (D) Price	52,317 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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

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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 Security (Instr. 3 and 4)
SERIES A CONVERTIBLE PREFERRED UNITS	\$ 6.56					(2) (2)	Common Units
Phantom Units	(4)	12/20/2017		A	223,908	(4) (4)	Common Units (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramsey Matthew S. 6002 DEERWOOD HOUSTON, TX 77057		X		

Signatures

Sonia Aube. Attorney-in-fact for Mr. Ramsey
 12/22/2017
 **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 ownership of an additional 26,158 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 Series A Convertible Preferred Units (the "Convertible Units") representing limited partner interests in Energy Transfer Equity, L.P. (the "Partnership") will automatically convert on the first business day following the date that is the earliest of (a) May 18, 2018, (b) the date upon which all Convertible Units would be convertible into 136,612,021 common units representing limited partner interests in the Partnership ("common units"), (c) the date of a change of control of the Partnership or (d) the date of a dissolution of the Partnership (the "Conversion Date").
- (3) On the Conversion Date, each Convertible Unit will automatically convert into common units, the number of which will be determined by dividing (a) the Conversion Value (as defined below) on that date by (b) \$6.56. The conversion value of each Convertible Unit (the "Conversion Value") on the transaction date is zero, and the Conversion Value will increase each fiscal quarter in an amount equal to \$0.285 less the cash distribution actually paid with respect to each Convertible Unit for such quarter (or, if prior to the closing of the Partnership's acquisition of The Williams Companies, Inc., or earlier termination of the merger agreement relating to such acquisition, with respect to each Participating Common Unit (as defined below)).
- (4) An award of phantom units ("Award") awarded in recognition of services provided to the Partnership by the reporting person in his capacity as an officer of the Partnership's shared services affiliate. This Award, granted under the Amended and Restated Energy Transfer Equity, L.P. Long-Term Incentive Plan, is scheduled to vest 60% on December 5, 2020 and 40% on December 5, 2022 and may vest in Partnership units, cash or other securities and is generally contingent upon the reporting person's continued employment with the

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Partnership or one of its affiliates on each applicable vesting date. The Amended and Restated Energy Transfer Equity, L.P. Long-Term Incentive Plan - approved by the Board of Directors of the Partnership on December 20, 2017 - is pending approval by a majority of the ETE unitholders.

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.