

Landy Joseph P.
Form 4
March 01, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Warburg Pincus Private Equity VIII, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Targa Resources Corp. [TRGP]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 02/28/2012 | | J ⁽¹⁾ | | 1,107,487 | D | \$ 0 (1) |
| | | | | | 8,700,652 | I | |

See footnote (2) (3)

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus Private Equity IX, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus IX LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| KAYE CHARLES R C/O WARBURG PINCUS & CO. | | X | | |

450 LEXINGTON AVE
NEW YORK, NY 10017

Landy Joseph P.
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVE
NEW YORK, NY 10017

X

Signatures

| | |
|--|------------|
| WARBURG PINCUS PRIVATE EQUITY VIII, L.P., By: Warburg Pincus Partners, LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner | 03/01/2012 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS PRIVATE EQUITY IX, L.P., By: Warburg Pincus IX, LLC, Its General Partner, By: Warburg Pincus Partners, LLC, its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner | 03/01/2012 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS IX, LLC, By: Warburg Pincus Partners, LLC, its Sole Member, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner | 03/01/2012 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS PARTNERS, LLC, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner | 03/01/2012 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS & CO., By: /s/ Scott A. Arenare, Partner | 03/01/2012 |
| __Signature of Reporting Person | Date |
| WARBURG PINCUS LLC, By: /s/ Scott A. Arenare, Managing Director | 03/01/2012 |
| __Signature of Reporting Person | Date |
| CHARLES R. KAYE, By: /s/ Scott A. Arenare, Attorney-in-Fact* | 03/01/2012 |
| __Signature of Reporting Person | Date |
| JOSEPH P. LANDY, By: Scott A. Arenare, Attorney-in-Fact** | 03/01/2012 |
| __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) On February 28, 2012, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII", and together with its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V.I. a company formed under the laws of the Netherlands, and WP-WPVIII Investors, L.P., a Delaware limited partnership, the "WP VIII Funds") and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with the WP VIII Funds, the "Funds") distributed an aggregate of 1,107,487 shares of the common stock ("Shares"), of Targa Resources Corp. (the "Issuer") to their partners on a pro rata basis (the "WP Distribution"), with no consideration being paid in connection therewith.

(2)

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These Shares are owned by the Funds. The general partner of WP VIII is Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners LLC"), and the general partner of WP IX is Warburg Pincus IX, LLC, a New York limited liability company ("WP IX LLC"), of which WP Partners LLC is the sole member. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners LLC. The Funds are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and a Co-President and Managing Member of WP LLC, may be deemed to control the WP VIII Funds, WP IX, WP IX LLC, WP Partners LLC, WP and WP LLC.

- (3) Each of the WP VIII Funds, WP IX, WP IX LLC, WP Partners LLC, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy is a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons". By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of the Warburg Pincus Reporting Persons, other than the Funds, may be deemed to be the beneficial owners of any securities that may be deemed to be beneficially owned by the Funds. Each of the Warburg Pincus Reporting Persons, other than the Funds, disclaim beneficial ownership of all Shares of the Issuer except to the extent of any indirect pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the Funds, herein states that this Form 4 shall not be deemed an admission that it or he is the beneficial owner of any of the Shares of the Issuer reported in this Form 4.

Remarks:

* The Power of Attorney given by Mr. Kaye was previously filed with the U.S. Securities and Exchange Commission ("SEC")

** The Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to a statement

*** Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting

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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