

Energy Transfer Partners, L.P.  
Form 8-K  
August 17, 2006

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report: August 17, 2006**

**Date of earliest event reported: August 15, 2006**

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**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)

**2838 Woodside Street**

**Dallas, Texas 75204**

(Address of principal executive offices) (Zip Code)

**(214) 981-0700**

(Registrant's telephone number, including area code)

**73-1493906**  
(IRS Employer

Identification No.)

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)

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- “ 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 8.01. Other Events.**

On August 15, 2006, Energy Transfer Partners, L.P. (the Partnership ) issued a press release announcing that in conjunction with the August 15, 2006 special meeting of the Partnership s common unitholders, the common unitholders approved the Listing Proposal whereby all 2,570,150 issued and outstanding class F units will convert to 2,570,150 of the Partnership s common units. A copy of this press release is attached as an Exhibit to this Form 8-K.

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

(c) Exhibits. The following exhibits are being furnished herewith:

Exhibit Number 99.1 Press Release dated August 15, 2006.

**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: August 17, 2006

By: /s/ Ray C. Davis

Ray C. Davis  
Co-Chief Executive Officer

By: /s/ Kelcy L. Warren

Kelcy L. Warren  
Co-Chief Executive Officer

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated August 15, 2006. |