Chung Paul W Form 4 December 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addr Chung Paul W	ress of Reportin	ng Person *	2. Issuer Name and Ticker or Trading Symbol Targa Resources Corp. [TRGP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(1.1.1.1)			
			(Month/Day/Year)	Director 10% Owner			
1000 LOUISIANA, SUITE 4300		E 4300	11/15/2011	X Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77002				Form filed by More than One Reporting Person			

									1 CISOII			
	(City)	(State)	Zip) Table	I - Nor	ı-De	erivative S	ecuriti	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned	
Sec	itle of urity str. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Sto	mmon ock	11/15/2011		G	V	77,711	D	\$0	173,364	D		
Co Sto	mmon ock	12/02/2011		G	V	77,710 (4)	D	\$0	95,654	D		
Co Sto	mmon ock								189,904	I	See Footnote (1)	
	mmon ock								112,193	I	See Footnote (2)	

45,816

By IRA

Common Stock

Common Stock 77,711 I By Wife

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Amor Unde Secur	rlying	8. Price of Derivative Security (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

Chung Paul W

1000 LOUISIANA, SUITE 4300 HOUSTON, TX 77002

EVP, Gen. Counsel & Secretary

Signatures

/s/ Paul W. 12/05/2011 Chung

**Signature of Date
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) These shares are held by the Helen Chung 2007 Family Trust, of which Mr. Chung's spouse and Mr. Chung's sister-in-law serve as co-trustees.

Reporting Owners 2

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- (2) These shares are held by the Paul Chung 2008 Family Trust, of which Mr. Chung serves as trustee.
- (3) Mr. Chung gifted these shares of common stock to his wife.
- (4) Mr. Chung gifted these shares of common stock to the Helen Chung 2007 Family Trust, of which Mr. Chung's spouse and Mr. Chung's sister-in-law serve as co-trustees.

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.