

MILLS RC
Form 4/A
July 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
MILLS RC

(Last) (First) (Middle)

5000 SAWGRASS VILLAGE, STE 4

(Street)

PONTE VEDRA BEACH, FL 32082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Energy Transfer Partners, L.P. [ETP]

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

05/19/2005

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

05/25/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. V.P., COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount or Price | | |
| Common Units | 05/19/2005 | 05/19/2005 | P | (A) | 1,000 <u>(1)</u> \$ 30.16 | 1,000 | I Owned by RC Mills TTEE R.C. Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> |
| Common Units | 05/19/2005 | 05/19/2005 | P | (A) | 1,000 \$ 30.15 | 2,000 | I Owned by RC Mills TTEE R.C. |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|-----------|--------------------|---|--|
| Common Units | 05/19/2005 | 05/19/2005 | P | 1,000 | A | \$ 30.101 | 3,000 | I | Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> Owned by RC Mills TTEE R.C. Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> |
| Common Units | 05/19/2005 | 05/19/2005 | P | 1,000 | A | \$ 30.08 | 4,000 | I | Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> Owned by RC Mills TTEE R.C. Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> |
| Common Units | 05/19/2005 | 05/19/2005 | P | 1,000 | A | \$ 30.2 | 5,000 | I | Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> Owned by RC Mills TTEE R.C. Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u> |
| Common Units | | | | | | | 638,018 <u>(2)</u> | D | |
| Common Units | | | | | | | 48,000 <u>(2)</u> | I | Common Units held by spouse, for which the reporting person disclaims beneficial ownership. |

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.

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(9-02)

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 Beneficially (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

MILLS RC
5000 SAWGRASS VILLAGE
STE 4
PONTE VEDRA BEACH, FL 32082

Exec. V.P., COO

Signatures

/s/ Robert A. Burk, by Power of Attorney

07/05/2005

**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 disclaims beneficial ownership of common units held by R C Mills TTEE R.C. Mills Revocable Trust U/A Dtd 03/07/1996 except to the extent of his pecuniary interest therein.

(2) This amendment reflects the correct total of Common Units owned following a two-for-one unit split.

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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