

Energy Transfer Partners, L.P.  
Form 8-K  
October 23, 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 (Date of earliest event reported): October 23, 2006 (October 23, 2006)**

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**ENERGY TRANSFER PARTNERS, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Commission File Number: 1-11727**

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**73-1493906**  
(IRS Employer Identification No.)

**2838 Woodside Street, Dallas, Texas**  
(Address of Principal Executive Offices)

**75204**  
(Zip Code)

**Registrant's telephone number, including area code: (214) 981-0700**

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)
- 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))

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.. 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 October 19, 2006, Energy Transfer Partners, L.P., a Delaware limited partnership (the Partnership ), filed a prospectus supplement to the prospectus dated August 18, 2006 contained in the Registration Statement (the Registration Statement ) filed on Form S-3 (File No. 333-136429) with the Securities and Exchange Commission on August 9, 2006 regarding the Partnership 's 6.125% Senior Notes due 2017 and 6.625% Senior Notes due 2036 (the Notes ). In connection with the Registration Statement, U.S. Bank National Association will serve as trustee for the Notes, and a Statement of Eligibility under the Trust Indenture Act of 1939 of a Corporation Designed to Act as Trustee on Form T-1 (the Trustee 's Statement of Eligibility on Form T-1 ) is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Trustee 's Statement of Eligibility on Form T-1 dated October 23, 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., General Partner

By: Energy Transfer Partners, L.L.C., General Partner

Date: October 23, 2006

By: /s/ Ray C. Davis  
Ray C. Davis

Co-Chief Executive Officer and officer duly

authorized to sign on behalf of the registrant

By: /s/ Kelcy L. Warren  
Kelcy L Warren  
Co-Chief Executive Officer and officer duly

authorized to sign on behalf of the registrant

INDEX TO EXHIBITS

Exhibit No.	Description
Exhibit 99.1	Trustee s Statement of Eligibility on Form T-1 dated October 23, 2006.