

Energy Transfer Equity, L.P.
 Form 4
 May 23, 2011

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 *
WILLIAMS RANDA DUNCAN

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Energy Transfer Equity, L.P. [ETE]

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

05/22/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units Representing Limited Partnership Interests | 05/22/2011 | | S | | 4,450,000 | D | \$ 37.88 |
| | | | | | 34,526,090 | I | |
| Common Units Representing Limited Partnership Interests | | | | | 14,000 | I | |

By Enterprise ETE ⁽¹⁾

By Estate ⁽²⁾

| | | | |
|------------------------------------------------------------------------|---------|---|----------------------------------------------|
| Common Units Representing Limited Partnership Interests | 180,100 | I | By DD Securities <u>(3)</u> <u>(4)</u> |
|------------------------------------------------------------------------|---------|---|----------------------------------------------|

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 Following Reporting 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 |
| WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |
| Enterprise Products Holdings LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |
| Enterprise Products OLPGP, Inc. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |

Enterprise Products Operating LLC
 1100 LOUISIANA STREET
 SUITE 1000 X
 HOUSTON, TX 77002

Enterprise ETE LLC
 1100 LOUISIANA STREET
 SUITE 1000 X
 HOUSTON, TX 77002

ENTERPRISE PRODUCTS PARTNERS L P
 1100 LOUISIANA STREET
 SUITE 1000 X
 HOUSTON, TX 77002

Signatures

Stephanie C. Hildebrandt, on behalf of Enterprise Products Partners L.P., Enterprise Products Operating LLC, Enterprise Products OLPGP, Inc., Enterprise Products Holdings LLC, and Enterprise ETE LLC, and Attorney-in-Fact on behalf of Randa Duncan Williams

05/23/2011

__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) These Common Units were disposed of in a privately negotiated sale. The remaining Common Units described in Column 5 are owned directly by Enterprise ETE LLC ("Enterprise ETE"), a wholly owned subsidiary of Enterprise Products Operating LLC ("EPO"). EPO is an indirect wholly owned subsidiary of Enterprise Products Partners L.P. ("EPD") and currently owns 100% of the membership interests in Enterprise ETE. Enterprise Products OLPGP, Inc. ("Enterprise OLPGP") owns 0.001% of the membership interests in EPO. EPD owns 100% of the equity interests in Enterprise OLPGP and 99.999% of the membership interests in EPO. Enterprise Products Holdings LLC, the general partner of EPD, owns the non-economic general partner interest in EPD.

(2) These Common Units are owned directly by the Estate of Dan L. Duncan, deceased (the "Estate"). Ms. Williams is a beneficiary of the Estate and was appointed a co-executor of the Estate on April 27, 2010. Ms. Williams disclaims any ownership of these securities, except to the extent of her pecuniary interest.

(3) These Common Units are owned directly by DD Securities LLC ("DD Securities"). DD Securities is a wholly owned subsidiary of the Estate. Ms. Williams is a beneficiary of the Estate and was appointed a co-executor of the Estate on April 27, 2010. Ms. Williams disclaims any ownership of these securities, except to the extent of her pecuniary interest.

(4) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code S - Open market or private sale of non-derivative or derivative security

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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