

KRIMBILL H MICHAEL
 Form 4
 December 21, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
KRIMBILL H MICHAEL

(Last) (First) (Middle)
 8801 S. YALE, SUITE 310
 (Street)

TULSA, OK 74137

(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)
 12/20/2005

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Units | 12/20/2005 | | A | 5,666 | A | 11 | 711,784 D |
| Common Units | | | | | | I | 1,308 Owned by FHM Investments, L.L.C. (2) |
| Common Units | | | | | | I | 4,000 Held by reporting person's spouse as custodian for their child. (3) |

| | | | |
|--------------|-------|---|--|
| Common Units | 4,000 | I | Held by reporting person's spouse as custodian for their child. ⁽⁴⁾ |
| Common Units | 4,000 | I | Held by reporting person's spouse as custodian for their child. ⁽⁵⁾ |
| Common Units | 4,000 | I | Held by reporting person's spouse as custodian for their child. ⁽⁶⁾ |

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)

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. Pr Deriv Secur (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Restricted Common Units | <u>(7)</u> | 12/20/2005 | | M | 5,666 | <u>(1)</u> | <u>(1)</u> | Common Units | 5,666 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRIMBILL H MICHAEL
8801 S. YALE
SUITE 310
TULSA, OK 74137

X

President and CFO

Signatures

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

12/21/2005

__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) Issuance of common units for that portion of the September 1, 2004 award to the reporting person under the Energy Transfer Partners, L.P. Unit Plan that vested on September 1, 2005 upon the attainment by the issuer of certain performance criteria related to the award.
- (2) The reporting person disclaims beneficial ownership of common units held by FHM Investments, L.L.C., an entity in which the reporting person is a member and the sole manager, except to the extent of his pecuniary interest therein.
- (3) Held by Laurie Bowen Krimbill (wife) as custodian for Jennifer Lauren Krimbill (daughter) under Uniform Gifts to Minors.
- (4) Held by Laurie Bowen Krimbill (wife) as custodian for Travis James Krimbill (son) under Uniform Gifts to Minors.
- (5) Held by Laurie Bowen Krimbill (wife) as custodian for Tanya Marie Krimbill (daughter) under Uniform Gifts to Minors.
- (6) Held by Laurie Bowen Krimbill (wife) as custodian for David Alexander Krimbill (son) under Uniform Gifts to Minors.
- (7) Each restricted common unit awarded under the Energy Transfer Partners, L.P. 2004 Unit Plan represents a contingent right to receive one common unit upon vesting.

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.