

MILLS RC
Form 4/A
July 05, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) below)

Exec. V.P., COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Units	05/19/2005	05/19/2005	P	1,000 (1)	A \$ 30.16 1,000	I	Owned by RC Mills TTEE R.C. Mills Revocable Trust U/A Dtd. 03/07/1996 (1)
Common Units	05/19/2005	05/19/2005	P	1,000	A \$ 30.15 2,000	I	Owned by RC Mills TTEE R.C.

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									Mills Revocable Trust U/A Dtd. 03/07/1996 <u>(1)</u>
Common Units	05/19/2005	05/19/2005	P	1,000	A	\$ 30.101	3,000	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	1,000	A	\$ 30.08	4,000	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	1,000	A	\$ 30.2	5,000	I	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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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