

Energy Transfer Partners, L.P.  
Form 8-K/A  
September 26, 2008

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

**FORM 8-K/A**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**  
**September 26, 2008 (September 22, 2008)**  
**Date of Report (Date of earliest event reported)**  
**Energy Transfer Partners, L.P.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-11727**  
(Commission File Number)

**73-1493906**  
(IRS Employer  
Identification Number)

**3738 Oak Lawn Avenue,**  
**Dallas, TX 75219**  
(Address of principal executive offices)  
**(214) 981-0700**

(Registrant's telephone number, including area code)

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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Explanatory Note**

Energy Transfer Partners, L.P. (the Partnership ) is amending its Current Report on Form 8-K filed on September 23, 2008 to add the Contribution Agreement dated as of September 22, 2008 by and among the Partnership and OGE Energy Corp. ( OGE ) as an exhibit.

**Item 1.01 Entry into a Material Definitive Agreement.**

As previously reported on September 23, 2008, on September 22, 2008, Energy Transfer Partners, L.P. (the Partnership ) entered into a Contribution Agreement with OGE Energy Corp. ( OGE ) pursuant to which the Partnership and OGE agreed to form a joint venture company named ETP Enogex Partners LLC ( ETP Enogex ). A copy of the Contribution Agreement, including the Form of Limited Liability Company Agreement of ETP Enogex, is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

2.1\* Contribution Agreement, dated as of September 22, 2008, by and among Energy Transfer Partners, L.P. and OGE Energy Corp.

\* Pursuant to the rules of the Commission, the remaining schedules and similar attachments to the agreement have not been filed herewith. The registrant agrees to furnish supplementally a copy of any omitted schedule to the Commission upon request.

**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: September 26, 2008

/s/ Martin Salinas  
Martin Salinas  
Chief Financial Officer and officer duly  
authorized to sign on behalf of the registrant

**Exhibit Index**

Exhibits

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