

ENERGY TRANSFER PARTNERS LP

Form 8-K

June 25, 2004

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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: June 25, 2004

Date of Earliest Event Reported: June 23, 2004

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**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 No.)

**2838 Woodside Street**  
**Dallas, Texas 75204**  
(Address of principal executive offices) (Zip Code)

**(918) 492-7272**  
(Registrant's telephone number, including area code)

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**Item 5. Other Events and Regulation FD Disclosure.**

On June 23, 2004 the Registrant issued a press release announcing that in conjunction with the June 23, 2004 Special Meeting of the Common Unitholders, the Registrant's Common Unitholders approved: (i) the Listing Proposal, whereby all 7,721,542 issued and outstanding Class D Units were converted to 7,721,542 of the Registrant's Common Units; (ii) the Special Unit Proposal whereby all 3,742,515 issued and outstanding Special Units were converted to 3,742,515 of the Registrant's Common Units; and (iii) the Unit Plan Proposal, as described in the press release dated June 23, 2004, attached as an Exhibit to this Form 8-K.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits

The following Exhibits are filed herewith:

Exhibit Number 99.1 Press Release dated June 23, 2004

**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: U.S. Propane L.P., General Partner  
By: U.S. Propane L.L.C., General Partner

Date: June 25, 2004

By: /s/ Ray C. Davis

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Ray C. Davis  
Co-Chief Executive Officer and officer duly  
authorized to sign on behalf of the registrant

By: /s/ Kelcy L. Warren

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Kelcy L. Warren  
Co-Chief Executive Officer and officer duly  
authorized to sign on behalf of the registrant

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EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release dated June 23, 2004