Energy Transfer Equity, L.P.
Form 4
December 27, 2011

FORM 4

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

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

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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).

(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)
12/23/2011

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	12/23/2011		S		22,762,636	D	$ 36.25	6,540,878	I	By Enterprise ETE (1) (2)
Common Units Representing Limited Partnership Interests								14,000	I	By Estate (3)

Common Units Representing Limited Partnership Interests		180,100	I	By DD Securities (4) (5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo 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
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise ETE 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 Holdings LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X	
Enterprise Products Operating LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X	
ENTERPRISE PRODUCTS PARTNERS L P 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X	

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	12/27/2011
**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) Pursuant to a privately negotiated agreement executed on December 23, 2011, Enterprise ETE LLC ("Enterprise ETE") agreed to sell the Common Units described in Column 4 in a transaction scheduled to close in January 2012. The remaining Common Units described in Column 5 are owned directly by 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 ("Holdings"), the general partner of EPD, owns the non-economic general partner interest in EPD. (continued in footnote two)

(2) (continued from footnote one) Dan Duncan LLC ("Duncan LLC") owns 100% of the membership interests in Holdings. Ms. Randa Duncan Williams is a voting trustee pursuant to the Dan Duncan LLC Voting Trust Agreement. The voting trustees collectively control 100% of the membership interests in Duncan LLC. Ms. Williams is also a beneficiary of the Estate of Dan L. Duncan, Deceased (the "Estate"), which holds a pecuniary interest in the membership interests of Duncan LLC. Ms. Williams disclaims beneficial ownership of the securities beneficially owned by Duncan LLC, Holdings or their controlled affiliates, except to the extent of her pecuniary interest.

(3) These Common Units are owned directly by 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) 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.

(5) 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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