

Targa Resources Corp.  
Form 4  
January 16, 2014

**FORM 4**

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

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).

**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 \*  
**KAGAN PETER**

(Last) (First) (Middle)

**C/O WARBURG PINCUS,  
LLC, 450 LEXINGTON AVENUE**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Targa Resources Corp. [TRGP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/14/2014**

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)

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 (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	12/09/2013		G	V 23,400 (1) D \$ 0	22,579	D	
Common Stock	12/30/2013		G	V 9,882 (2) D \$ 0	12,697	D	
Common Stock	01/14/2014		A	1,033 A \$ 0	13,730	D	
Common Stock					13,176	I	See Footnote (3)
Common Stock					9,882	I	See Footnote



## 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).

- Mr. Kagan gifted these shares of common stock to his spouse, Susannah Smetana. On December 30, 2013, Ms. Smetana gifted 9,882 of these shares to the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee. On December 31, 2013, Ms. Smetana gifted 13,176 of these shares to the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
- (1) Mr. Kagan gifted these shares of common stock to the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
  - (2) These shares are held by the Gerard & E. Beth Smetana 2013 Trust, of which Mr. Kagan's spouse serves as trustee.
  - (3) These shares are held by the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
  - (4) These shares are held by the Gerard & E. Beth Smetana 2013 trust, of which Mr. Kagan's spouse serves as trustee.
  - (5) These shares are held by the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee.

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.