

ENERGY TRANSFER PARTNERS LP

Form 8-K

July 23, 2004

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): July 23, 2004

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.

ITEM 7. Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

Press Release

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Item 5. Other Events and Regulation FD Disclosure.

On July 21, 2004 the Registrant announced that it had signed an agreement with Devon Energy Corporation to acquire Devon's Texas Chalk and Madison gas gathering systems as described in the press release dated July 21, 2004, attached as an Exhibit to this Form 8-K.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits

The following is filed herewith:

Exhibit Number 99.1 Press Release dated July 21, 2004

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SIGNATURE

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: July 23, 2004

By: /s/ Ray C. Davis

Ray C. Davis

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

By: /s/ Kelcy L. Warren

Kelcy L. Warren

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

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|-----------------------------------|
| 99.1 | Press Release dated July 21, 2004 |