

Targa Resources Corp.
Form 8-A12B
December 02, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
TARGA RESOURCES CORP.
(Exact name of registrant as specified in its charter)**

Delaware **20-3701075**
(State of incorporation or organization) (IRS Employer Identification No.)
1000 Louisiana, Suite 4300
Houston, Texas 77002
(713) 584-1000
(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange
on which each class is to be registered
New York Stock Exchange

Common Stock, par value \$0.001 per share

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box. ☒ b

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box. ☐ o

Securities Act registration statement file number to which this form relates: 333-169277

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the common stock, par value \$0.001 per share (the "Common Stock"), of Targa Resources Corp., a Delaware corporation (the "Registrant").

A description of the Common Stock is set forth under the caption "Description of Our Capital Stock" in the prospectus to be filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus will constitute a part of the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-169277) initially filed with the Securities and Exchange Commission on September 9, 2010. Such prospectus, in the form in which it is so filed, shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

Exhibit No. Description

1. Form of Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (Registration No. 333-169277)).
 2. Form of Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (Registration No. 333-169277)).
 3. Specimen Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (Registration No. 333-169277)).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Targa Resources Corp.

By: /s/ John Robert Sparger

Name: John Robert Sparger

Title: Senior Vice President and Chief
Accounting Officer

Date: December 2, 2010

INDEX TO EXHIBITS

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