

Edgar Filing: Energy Transfer Partners, L.P. - Form FWP

Energy Transfer Partners, L.P.  
Form FWP  
July 16, 2008

Filed pursuant to Rule 433  
Issuer Free Writing Prospectus dated July 15, 2008  
Relating to Preliminary Prospectus Supplement dated July 14, 2008  
Registration Statement No. 333-147990

**Energy Transfer Partners, L.P.**  
**\$305,737,500**  
**7,750,000 Common Units**

|                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer:                              | Energy Transfer Partners, L.P.                                                                                                                                                                                                                                                                                                                                                                                                  |
| Symbol:                              | ETP                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Size:                                | \$305,737,500                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Units sold:                          | 7,750,000                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Price to public:                     | \$39.45 per common unit                                                                                                                                                                                                                                                                                                                                                                                                         |
| Proceeds to ETP (before expenses):   | \$293,508,000                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Option to purchase additional units: | 1,162,500 common units                                                                                                                                                                                                                                                                                                                                                                                                          |
| Trade date:                          | July 15, 2008                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Closing date:                        | July 21, 2008                                                                                                                                                                                                                                                                                                                                                                                                                   |
| CUSIP:                               | 29273R109                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Underwriters:                        | Citigroup Global Markets Inc.<br>Wachovia Capital Markets, LLC<br>Credit Suisse Securities (USA) LLC<br>Lehman Brothers Inc.<br>J.P. Morgan Securities Inc.<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>Morgan Stanley & Co. Incorporated<br>UBS Securities LLC<br>Deutsche Bank Securities Inc.<br>Morgan Keegan & Company, Inc.<br>Oppenheimer & Co. Inc.<br>RBC Capital Markets Corporation<br>SMH Capital Inc. |

We have been informed that, prior to purchasing the units being offered pursuant to the prospectus supplement, on July 15, 2008, one of the underwriters purchased, on behalf of the syndicate, 240,500 common units at an average purchase price of \$39.6973 per common unit in stabilizing transactions.

Energy Transfer Partners, L.P. has previously filed a registration statement on Form S-3 with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates, which registration statement

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became effective on December 11, 2007. Before you invest, you should read the prospectus supplement to the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about Energy Transfer Partners, L.P. and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Copies of the prospectus supplement and accompanying prospectus relating to this offering may also be obtained by contacting any of the underwriters: Citi, Brooklyn Army Terminal, Attn: Prospectus Delivery Department, 140 58th St, Brooklyn, NY, 11220, (718) 765-6732 or Wachovia Securities, 375 Park Avenue, New York, NY 10152, Attn: Equity Syndicate Department, [equity.syndicate@wachovia.com](mailto:equity.syndicate@wachovia.com) or Credit Suisse Securities (USA) LLC, Attn: Prospectus Dept., One Madison Avenue, New York, NY 10010, (800) 221-1037 or Lehman Brothers Inc., c/o Broadridge Integrated Distribution Services, 1155 Long Island Avenue, Edgewood, NY 11717, fax: (631) 254-7140