

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Heim Michael A</u>  (Last) (First) (Middle) 1000 LOUISIANA, SUITE 4300  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Corp. [ TRGP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Stock	02/19/2014		S		29,200	D	\$96.8611 <sup>(1)</sup>	84,847	D	
Common Stock	02/19/2014		S		4,727	D	\$97.6186 <sup>(2)</sup>	80,120	D	
Common Stock	02/19/2014		S		17,520	D	\$96.8611 <sup>(1)</sup>	169,858	I	See Footnote <sup>(3)</sup>
Common Stock	02/19/2014		S		2,836	D	\$97.6186 <sup>(2)</sup>	167,022	I	See Footnote <sup>(3)</sup>
Common Stock	02/19/2014		S		8,760	D	\$96.8611 <sup>(1)</sup>	107,912	I	See Footnote <sup>(4)</sup>
Common Stock	02/19/2014		S		1,418	D	\$97.6186 <sup>(2)</sup>	106,494	I	See Footnote <sup>(4)</sup>
Common Stock								21,972	I	By Wife
Common Stock								52,077	I	By IRA
Common Stock								63,973	I	See Footnote <sup>(5)</sup>
Common Stock								42,000	I	See Footnote <sup>(6)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.50 to \$97.47, inclusive. The reporting person undertakes to provide to Targa Resources Corp., any security holder of Targa Resources Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.50 to \$97.73, inclusive.
- These shares are held by The Michael Heim 2009 Family Trust, of which Mr. Heim and his son serve as co-trustees.
- These shares are held by the Patricia Heim 2009 Grantor Retained Annuity Trust, of which Mr. Heim and his spouse serve as co-trustees.
- These shares are held by the Pat Heim 2012 Family Trust, of which Mr. Heim's wife and son serve as co-trustees.
- These shares are held by the Heim 2012 Children's Trust, of which Mr. Heim serves as trustee.

**Remarks:**

/s/ Michael A. Heim

02/21/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**