

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>Targa Resources Corp.</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 Partners LP [NGLS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	01/23/2012		A		1,300,000 ⁽¹⁾	A	\$38.3	12,945,659	I	See footnotes ⁽²⁾⁽³⁾

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)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Targa Resources Corp.
 (Last) (First) (Middle)
 1000 LOUISIANA, SUITE 4300
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Targa Resources Investments Sub Inc.
 (Last) (First) (Middle)
 1000 LOUISIANA, SUITE 4300
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Targa Resources, Inc.
 (Last) (First) (Middle)
 1000 LOUISIANA, SUITE 4300
 (Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources LLC](#)

(Last) (First) (Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources II LLC](#)

(Last) (First) (Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources Holdings GP LLC](#)

(Last) (First) (Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Targa Resources Holdings LP](#)

(Last) (First) (Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. On January 23, 2012, Targa LP Inc. ("LP Inc.") purchased 1,300,000 common units of the Issuer in an underwritten public offering at a price of \$38.30 per common unit.
2. Targa Versado Holdings LP ("Versado Holdings"), LP Inc., and Targa GP Inc. ("GP Inc.") are the beneficial owners of 89,813; 3,229,717; and 9,626,129 common units, respectively, of the Issuer. LP Inc. owns 50% of the limited partner interests in Versado Holdings, GP Inc. owns 49% of the limited partner interests in Versado Holdings, and Targa Versado Holdings GP LLC ("Versado GP") owns a 1% general partner interest in Versado Holdings. GP Inc. owns 100% of Versado GP. Targa Resources Holdings LP ("Holdings") owns 100% of GP Inc. and LP Inc. Targa Resources II LLC ("Resources II") owns a 99% limited partner interest in Holdings and Targa Resources Holdings GP LLC ("Holdings GP") owns a 1% general partner interest in Holdings. (continued on Footnote 3)
3. Targa Resources LLC ("Resources") owns 100% of Resources II and Holdings GP. TRI Resources Inc. ("TRI") owns 100% of Resources. Targa Resources Investments Sub Inc. ("Investments Sub") owns 100% of TRI. Targa Resources Corp. ("Targa") owns 100% of Investments Sub. Versado Holdings, LP Inc. and GP Inc. hold, in the aggregate, approximately 14.5% of the limited partner interests in the Issuer.

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary. 01/23/2012
of Targa Resources Corp.](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary. 01/23/2012
of Targa Resources
Investments Sub Inc.](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary. 01/23/2012
of TRI Resources Inc.](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary. 01/23/2012
of Targa Resources LLC](#)

[/s/ Paul W. Chung, EVP,
General Counsel and Secretary. 01/23/2012
of Targa Resources II LLC](#)

/s/ Paul W. Chung, EVP, 01/23/2012
General Counsel and Secretary
of Targa Resources Holdings
GP LLC

/s/ Paul W. Chung, EVP,
General Counsel and Secretary 01/23/2012
of Targa Resources Holdings
LP

** 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.