

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>KAGAN PETER</u> (Last) (First) (Middle) <u>C/O WARBURG PINCUS, LLC</u> <u>450 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/14/2014</u>		
	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 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 Stock	12/09/2013		G	V	23,400 ⁽¹⁾	D	\$0.00	22,579	D	
Common Stock	12/30/2013		G	V	9,882 ⁽²⁾	D	\$0.00	12,697	D	
Common Stock	01/14/2014		A		1,033	A	\$0.00	13,730	D	
Common Stock								13,176	I	See Footnote ⁽³⁾
Common Stock								9,882	I	See Footnote ⁽⁴⁾
Common Stock								9,882	I	See Footnote ⁽⁵⁾
Common Stock								342	I	By spouse

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Explanation of Responses:

- Mr. Kagan gifted these shares of common stock to his spouse, Susannah Smetana. On December 30, 2013, Ms. Smetana gifted 9,882 of these shares to the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee. On December 31, 2013, Ms. Smetana gifted 13,176 of these shares to the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
- Mr. Kagan gifted these shares of common stock to the Gerard & E. Beth Smetana 2013 Trust, of which Mr. Kagan's spouse serves as trustee.
- These shares are held by the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
- These shares are held by the Gerard & E. Beth Smetana 2013 trust, of which Mr. Kagan's spouse serves as trustee.
- These shares are held by the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee.

Remarks:

/s/ Peter R. Kagan 01/16/2014
 ** 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.