

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form S-1**

**REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933**

**TARGA RESOURCES CORP.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
 incorporation or organization)*

**4922**  
*(Primary Standard Industrial  
 Classification Code Number)*

**20-3701075**  
*(I.R.S. Employer  
 Identification No.)*

**1000 Louisiana, Suite 4300  
 Houston, Texas 77002  
 (713) 584-1000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Rene R. Joyce  
 Chief Executive Officer  
 1000 Louisiana, Suite 4300  
 Houston, Texas 77002  
 (713) 584-1000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

**Copies to:**

**David P. Oelman  
 Christopher S. Collins  
 Vinson & Elkins L.L.P.  
 1001 Fannin Street, Suite 2500  
 Houston, Texas 77002-6760  
 (713) 758-2222**

**Douglass M. Rayburn  
 Baker Botts L.L.P.  
 2001 Ross Avenue  
 Dallas, Texas 75201  
 (214) 953-6500**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-169277

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
 (Do not check if a smaller  
 reporting company)

Smaller reporting  
 company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	3,018,750	\$22.00	\$66,412,500	\$4,735.21

- (1) Includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock.  
 (2) Based upon the public offering price.  
 (3) The registrant has previously paid \$23,676.06 in connection with its Registration Statement on Form S-1 (File No. 333-169277).

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Targa Resources Corp., a Delaware corporation, is filing this registration statement with respect to the registration of additional shares of common stock, par value \$0.001 per share, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the registration statement on Form S-1 (Registration No. 333-169277), initially filed with the Securities and Exchange Commission on September 9, 2010, as amended by Amendment No. 1 thereto filed on October 15, 2010, Amendment No. 2 thereto filed on November 8, 2010, Amendment No. 3 thereto filed on November 12, 2010, Amendment No. 4 thereto filed on November 16, 2010 and Amendment No. 5 thereto filed on November 22, 2010 which was declared effective on December 6, 2010, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. Exhibits and Financial Statement Schedules**

(a) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
23.1*	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Vinson & Elkins L.L.P. (included as part of Exhibit 5.1 hereto)
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-169277) initially filed with the Commission on September 9, 2010 and incorporated by reference herein)

\* Filed herewith

(b) Financial Statement Schedules

None.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on December 6, 2010.

**TARGA RESOURCES CORP.**

By: /s/ Matthew J. Meloy  
Name: Matthew J. Meloy  
Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Rene R. Joyce /s/ Matthew J. Meloy	Chief Executive Officer and Director (Principal Executive Officer)	December 6, 2010
Matthew J. Meloy	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 6, 2010
* John Robert Sparger	Senior Vice President and Chief Accounting Officer (Principal Financial Officer)	December 6, 2010
* James W. Whalen	Director	December 6, 2010
* Peter R. Kagan	Director	December 6, 2010
* Chansoo Joung	Director	December 6, 2010
* Charles R. Crisp	Director	December 6, 2010
* Chris Tong	Director	December 6, 2010
In Seon Hwang *By: /s/ Jeffrey J. McParland		
Jeffrey J. McParland Attorney-in-fact		

## INDEX TO EXHIBITS

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\* Filed herewith

December 6, 2010

Targa Resources Corp.  
1000 Louisiana, Suite 4300  
Houston, TX 77002

RE: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel for Targa Resources Corp., a Delaware corporation (the "Company"), in connection with the proposed offer and sale (the "Offering") by the selling stockholders (the "Selling Stockholders"), pursuant to a prospectus forming a part of a Registration Statement on Form S-1, Registration No. 333-169277, originally filed with the Securities and Exchange Commission on September 9, 2010 (such Registration Statement, as amended at the effective date thereof, and together with the registration statement filed by the Company on the date hereof pursuant to Rule 462(b) promulgated under the Securities Act of 1933, being collectively referred to herein as the "Registration Statement"), of up to 18,831,250 shares of common stock, par value \$0.001 per share, of the Company (the "Common Shares").

In connection with this opinion, we have assumed that (i) the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective, (ii) the Common Shares will be issued and sold in the manner described in the Registration Statement and the prospectus relating thereto and (iii) a definitive underwriting agreement in the form filed as an exhibit to the Registration Statement with respect to the sale of the Common Shares will have been duly authorized and validly executed and delivered by the Company and the other parties thereto.

In connection with the opinion expressed herein, we have examined, among other things, (i) the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, (ii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Offering, (iii) the Registration Statement and (iv) the form of underwriting agreement filed as an exhibit to the Registration Statement. We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinion expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein.

Based upon the foregoing, we are of the opinion that the Common Shares proposed to be sold by the Selling Stockholders are duly authorized, validly issued, fully paid and nonassessable.

The foregoing opinions are limited in all respects to the General Corporation Law of the State of Delaware (including all applicable provisions of Delaware law and the reported judicial decisions interpreting these laws) and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction.

We hereby consent to the statements with respect to us under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 and the rules and regulations thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 5, 2010, except with respect to our opinion on the consolidated financial statements insofar as it relates to inclusion of segment information discussed in Note 19, correction of errors discussed in Note 23 and inclusion of net income per share data discussed in Note 3, as to which the date is September 8, 2010, and the change in company name discussed in Note 1, as to which the date is November 16, 2010, relating to the financial statements of Targa Resources Corp. (formerly Targa Resources Investments Inc.), which appears in Targa Resources Corp.'s Registration Statement on Form S-1 (File No. 333-169277), which is incorporated by reference in this Registration Statement on Form S-1. We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/PricewaterhouseCoopers LLP

Houston, Texas  
December 6, 2010