

**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>WARBURG PINCUS PRIVATE EQUITY VIII L P</u>  (Last) (First) (Middle) <u>C/O WARBURG PINCUS &amp; CO.</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 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) <u>04/14/2010</u>	
		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	04/14/2010 <sup>(1)</sup>		S		6,630,000 <sup>(1)</sup>	D	(1)	9,013,560 <sup>(2)(3)</sup>	I	See Footnotes <sup>(2)(3)(4)</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)		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)					

1. Name and Address of Reporting Person\*  
WARBURG PINCUS PRIVATE EQUITY VIII L P  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus Private Equity IX, L.P.  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus Partners LLC

(Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE

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(Street)  
NEW YORK NY 10017

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus IX LLC](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WARBURG PINCUS & CO](#)

(Last) (First) (Middle)  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WARBURG PINCUS LLC](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KAYE CHARLES R](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LANDY JOSEPH](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS & CO.  
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(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. On April 14, 2010, Targa LP Inc. closed its public offering of 8,500,000 Common Units representing limited partner interests in Targa Resources Partners LP (the "Issuer") at a purchase price to the public of

\$27.50 per Common Unit. The amount of securities listed in Item 4 of Table I is calculated by multiplying the common units sold in the reported transactions by the aggregate interest in Targa Resources Investments Inc. ("Targa Investments") beneficially owned by the Warburg Pincus Entities (as defined below) (the "Warburg Interest").

2. Following the reported transaction, each of Targa GP Inc. ("GP Inc.") and Targa LP Inc. ("LP Inc.") own 9,626,129 and 1,929,717 Common Units, respectively, of the Issuer. Targa Investments indirectly owns all of the interests in GP Inc. and LP Inc. Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership and two affiliated partnerships ("WP VIII"), and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), in the aggregate own approximately 78% of the equity interests of Targa Resources Investments Inc. (continued on Footnote 3)

3. The general partner of WP VIII is Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners LLC"), and the general partner of WP IX is Warburg Pincus IX, LLC, a New York limited liability company (WP IX LLC), of which WP Partners LLC is the sole member. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners LLC. WP VIII and WP IX are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, WP IX, WP Partners LLC, WP IX LLC and WP, the "Warburg Pincus Entities"). The amount of securities listed in Item 5 of Table I is calculated by multiplying the aggregate number of Common Units owned by GP Inc. and LP Inc. following the reported transaction by the Warburg Interest.

4. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC. The Warburg Pincus Entities and Messrs. Kaye and Landy may be deemed to beneficially own all of the reported securities. Each of the Warburg Pincus Entities and Messrs. Kaye and Landy disclaim beneficial ownership of all the reported securities indirectly held by Targa Investments except to the extent of any indirect pecuniary interest therein.

#### Remarks:

\* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc. \*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource Inc.

/s/ Scott A. Arenare, Partner,  
Warburg Pincus & Co., the  
Managing Member of Warburg  
Pincus Partners, LLC, the  
general partner of Warburg  
Pincus Private Equity VIII, L.P. 04/15/2010

/s/ Scott A. Arenare, Partner,  
Warburg Pincus & Co., the  
Managing Member of Warburg  
Pincus Partners, LLC, the  
general partner of Warburg  
Pincus Private Equity IX, L.P. 04/15/2010

/s/ Scott A. Arenare, Partner,  
Warburg Pincus & Co., the  
managing member of Warburg  
Pincus Partners, LLC 04/15/2010

/s/ Scott A. Arenare, Partner,  
Warburg Pincus & Co., the  
Managing Member of Warburg  
Pincus Partners, LLC, the sole  
member of Warburg Pincus IX  
LLC 04/15/2010

/s/ Scott A. Arenare, Partner of  
Warburg Pincus & Co. 04/15/2010

/s/ Scott A. Arenare, Managing  
Director of Warburg Pincus  
LLC 04/15/2010

/s/ Scott A. Arenare, Attorney-  
in-fact for Charles R. Kaye\* 04/15/2010

/s/ Scott A. Arenare, Attorney-  
in-fact for Joseph P. Landy\*\* 04/15/2010

\*\* 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.**