

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Pryor D. Scott</u>	2. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Corp.</u> [TRGP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) </div> <div>See Remarks</div>
<div> (Last) (First) (Middle) </div> <u>1000 LOUISIANA, SUITE 4300</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2016</u>	
<div> (Street) (City) (State) (Zip) </div> <u>HOUSTON TX 77002</u>	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/19/2016</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <div> <input checked="" type="checkbox"/> Form filed by One Reporting Person </div> <div> <input type="checkbox"/> Form filed by More than One Reporting Person </div>

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	02/17/2016		A		13,662 ⁽¹⁾	A	\$0.00	68,809	D	

**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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The performance element of performance unit awards, which also include time-based vesting, covering Targa Resources Partners LP ("TRP") common units was eliminated in connection with Targa Resources Corp.'s acquisition of TRP (the "Merger"), and the awards were converted into purely time-based awards covering common stock of Targa Resources Corp. The TRP performance unit awards were not required to be reported on a Form 4 prior to vesting and the converted awards were inadvertently omitted from the Form 4 filed in connection with the Merger. The Form 4 filed in connection with the Merger included the shares of common stock of Targa Resources Corp. that the reporting person received in exchange for the TRP common units the reporting person owned prior to the Merger.

Remarks:

Executive VP - Logistics and Marketing

/s/ D. Scott Pryor

04/01/2016

** 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.