

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>WARBURG PINCUS PRIVATE EQUITY VIII L P</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/08/2007</u>	3. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Partners LP [NGLS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Last) (First) (Middle) <u>C/O WARBURG, PINCUS & CO.</u> <u>466 LEXINGTON AVENUE</u>			
(Street) <u>NEW YORK NY 10017</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Units representing limited partner interests</u>	<u>0⁽¹⁾⁽²⁾</u>	<u>D⁽¹⁾⁽²⁾</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Subordinated Units representing limited partner interests</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Units</u>	<u>0⁽¹⁾⁽²⁾</u>	<u>(3)</u>	<u>D⁽¹⁾⁽²⁾</u>	

1. Name and Address of Reporting Person* <u>WARBURG PINCUS PRIVATE EQUITY VIII L P</u>
(Last) (First) (Middle) <u>C/O WARBURG, PINCUS & CO.</u> <u>466 LEXINGTON AVENUE</u>
(Street) <u>NEW YORK NY 10017</u>
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Warburg Pincus Private Equity IX, L.P.</u>
(Last) (First) (Middle) <u>C/O WARBURG, PINCUS & CO.</u> <u>466 LEXINGTON AVENUE</u>
(Street) <u>NEW YORK NY 10017</u>
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Warburg Pincus Partners LLC</u>
(Last) (First) (Middle) <u>C/O WARBURG, PINCUS & CO.</u>

466 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*		
<u>Warburg Pincus IX LLC</u>		
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(Last)	(First)	(Middle)
C/O WARBURG, PINCUS & CO.		
466 LEXINGTON AVENUE		
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NEW YORK	NY	10017
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>WARBURG PINCUS & CO</u>		
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(Last)	(First)	(Middle)
466 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*		
<u>WARBURG PINCUS LLC</u>		
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(Last)	(First)	(Middle)
C/O WARBURG, PINCUS & CO.		
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(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>KAYE CHARLES R</u>		
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(Last)	(First)	(Middle)
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1. Name and Address of Reporting Person*		
<u>LANDY JOSEPH</u>		
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(Last)	(First)	(Middle)
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(Street)		
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(City)	(State)	(Zip)

Explanation of Responses:

1. Each of Targa GP Inc. ("GP Inc.") and Targa LP Inc. ("LP Inc.") own a 49% limited partner interest in the Issuer. Targa Resources Investments Inc. ("Targa Investments") indirectly owns all of the interests in GP Inc. and LP Inc. Warburg Pincus Private Equity VIII, L.P. ("WP VIII") and Warburg Pincus Private Equity IX, L.P. ("WP IX") in the aggregate beneficially own 73.6% of Targa Investments. Warburg Pincus Partners, LLC ("WP Partners LLC"), a direct subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. Warburg Pincus IX, LLC ("WP IX LLC"), an indirect subsidiary of WP,

of which WP Partners LLC is sole member, is the sole general partner of WP IX. WP is the managing member of WP Partners LLC. WP VIII and WP IX are managed by Warburg Pincus LLC ("WP LLC," and together with WP VIII, WP IX, WP Partners LLC, WP IX LLC and WP, the "Warburg Pincus Entities").

2. 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. At the closing of the Issuer's IPO, GP Inc. and LP Inc. will contribute certain equity interests to the Issuer in exchange for an aggregate of 11,528,231 subordinated units representing limited partner interests of the Issuer, reducing the combined limited partner interest in the Issuer held by GP Inc. and LP Inc. to 39.9%.

3. Each subordinated unit will convert into one common unit at the end of the subordination period, which will end if the Issuer has earned and paid at least \$1.35 on each outstanding common unit and general partner unit for any three consecutive, non-overlapping four-quarter periods ending on or after the date specified in the partnership agreement, but may end sooner if the Issuer meets additional financial tests as described in the partnership agreement. The subordinated units have no expiration date.

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.

<u>/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.</u>	<u>02/12/2007</u>
<u>/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the managing member of Warburg Pincus Partners, LLC, the sole member of Warburg Pincus IX LLC, the general partner of Warburg Pincus Private Equity IX, L.P.</u>	<u>02/12/2007</u>
<u>/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC</u>	<u>02/12/2007</u>
<u>/s/ Scott A. Arenare, Partner, Warburg Pincus & Co., the managing member of Warburg Pincus Partners, LLC, the sole member of Warburg Pincus IX LLC</u>	<u>02/12/2007</u>
<u>/s/ Scott A. Arenare, Partner</u>	<u>02/12/2007</u>
<u>/s/ Scott A. Arenare, Member</u>	<u>02/12/2007</u>
<u>/s/ Scott A.. Arenare, Attorney- in-Fact for Charles R. Kaye*</u>	<u>02/12/2007</u>
<u>/s/ Scott A.. Arenare, Attorney- in-Fact for Joseph P. Landy**</u>	<u>02/12/2007</u>
** 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 5 (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.