FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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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>Hwang In Seon</u>						2. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Corp.</u> [TRGP]								5. Relationship of Reporting (Check all applicable) X Director			10% Owner		
	C/O WARBURG PINCUS & CO.					3. Date of Earliest Transaction (Month/Day/Year) 02/19/2013								Officer (give title below)				Other (specify below)	
(Street)	Street) NEW YORK NY 10017				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								G. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	eI-	Non-Deriv	/ative	Sec	uritie	s Ac	cqui	red, C	Disposed o	f, or E	Benefici	ally Own	ed				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		е,	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported		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	Transaction (Instr. 3 and				(IIISII)	. 4)
Common Stock, par value \$0.001 per share 02/19/2				02/19/20	13	.3			J ⁽¹⁾		2,064,919	D	\$0 ⁽¹⁾	2,643,3	385	85 I		See footnote ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock, par value \$0.001 per share 02/19/20				13	3			J ⁽¹⁾⁽⁵⁾		4,156	A	\$0 ⁽¹⁾	15,818		D				
		Та	ble								sposed of, , convertib								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any			5. Numbe of Derivativ Securitie Acquired (A) or Dispose of (D) (Instr. 3, and 5)		ative rities ired osed	Exp	oiration	y/Year) Secu Unde Deriv		at of ties ying tive y (Instr. 3		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)	Dat Exe	e ercisable	Expiration e Date	Title	or Number of Shares						

Explanation of Responses:

- 1. On February 19, 2013, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII", and together with its two affiliated partnerships Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands, and WP-WPVIII Investors, L.P., a Delaware limited partnership, the "WP VIII Funds") and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with the WP VIII Funds, the "Funds"), distributed an aggregate of 2,064,919 shares of the common stock (the "Shares") of Targa Resources Corp. (the "Issuer") to their partners on a pro rata basis (the "WP Distribution"), with no consideration being paid in connection therewith.
- 2. These Shares are owned by the Funds. 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. The Funds are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and a Co-President and Managing Member of WP LLC, may be deemed to control the WP VIII Funds, WP IX, WP IX LLC, WP Partners LLC, WP and WP LLC.
- 3. Each of the WP VIII Funds, WP IX, WP IX LLC, WP Partners LLC, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy is a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons". By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Warburg Pincus Reporting Persons, other than the Funds, may be deemed to be the beneficial owners of any securities that may be deemed to be beneficiall ownership of all Shares of the Issuer except to the extent of any indirect pecuniary interest therein.
- 4. In Seon Hwang is a Partner of WP and a Managing Director and Member of WP LLC. As such, Mr. Hwang may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Exchange Act) in an indeterminate portion of the Shares of the Issuer reported as beneficially owned by the Funds. Mr. Hwang disclaims beneficial ownership of such Shares except to the extent of any indirect pecuniary interest therein. This Form 4 shall not be deemed an admission that any Reporting Person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any Reporting Person or other person has an obligation to file this Form 4.
- 5. In connection with the WP Distribution, an aggregate of 4,156 Shares of the Issuer were distributed to Mr. Hwang in his personal capacity.

IN SEON HWANG By: Steven G. Glenn, Attorney-in-Fact

02/20/2013

** 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.

POWER OF ATTORNEY

The undersigned, In Seon Hwang, hereby constitutes and appoints each of Scott A. Arenare, Timothy J. Curt and Steven G. Glenn, acting individually or jointly, with full power of substitution and resubstitution, to have full power and authority to act in his name, place, and stead and on the undersigned's behalf as his true and lawful attorney-in-fact to:

- (1) execute and deliver for and on behalf of the undersigned Forms 3, 4 and 5 (including any amendments, corrections, supplements or other changes thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and the rules thereunder:
- do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 (including any amendments, corrections, supplements or other changes thereto) and timely file such Forms with the United States Securities and Exchange Commission and any stock exchange, self-regulatory association or any other authority or person as may be required by law; and
- take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is either Warburg Pincus LLC, or any affiliates or subsidiaries thereof, or Warburg Pincus & Co., or any affiliates or subsidiaries thereof, assuming, (i) any of the undersigned's responsibilities to comply with the requirements of the Exchange Act or any liability for the undersigned's failure to comply with such requirements or (ii) any obligation or liability that the undersigned incurs for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall continue in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or by such attorneys-in-fact in a signed writing delivered to the undersigned. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 10th day of September, 2012.

Signature: /s/ In Seon Hwang

Name: In Seon Hwang