FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average I | hurden | | | | | | | |

hours per response:

0.5

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

| | Reporting Person* | | 2 1 | ceuer N | lama a | 1 1 | | | | | | | | | | | |
|---|-------------------|------|----------------------------|--|---|--|---|---|---|---|---|--|--|--|--|---------------------------------------|--|
| 1. Name and Address of Reporting Person* KAGAN PETER | | | | 2. Issuer Name and Ticker or Trading Symbol Targa Resources Partners LP [NGLS] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | | | | | | | | | | X Direc | | 10% Owner | | | |
| (Last) (First) (Middle) C/O TARGA RESOURCES PARTNERS LP | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/14/2010 | | | | | | | | | | | | ner (specify ow) | |
| 1000 LOUISIANA, SUITE 4300 | | | 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) HOUSTON TX 77002 | | | - - | | | | | | | | Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (Sta | ate) (| Zip) | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | |
| Date | | | ar) Ex | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 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 | Amo | ount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | | |
| Common Units representing limited partner interests 04/1 | | | (1) | .) | | S | | 6,63 | 30,000(1) | D | (1) | 9,013,560(2)(3) | | I | | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾ | |
| Common Units representing limited partner interests | | | | | | | | | | | | 10,250 D | | | | | |
| | Та | | | | | | | | | | | | | | | | |
| Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any | | | 4. Transa Code 8) | action (Instr. | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Amour or Numbe | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | Form: Direct (I or Indire | Beneficial Ownership ct (Instr. 4) | | |
| (Last) (First) (Middle) C/O TARGA RESOURCES PARTNERS LP 1000 LOUISIANA, SUITE 4300 (Street) HOUSTON TX 77002 (City) (State) (Zip) Table I - Non-Derivate (Month/Day/Year) Common Units representing limited partner interests Common Units representing limited partner interests Table II - Derivative (e.g., puts (Month/Day/Year)) 1. Title of Derivative Security Common Units representing limited partner interests Table II - Derivative (e.g., puts (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) | | | | GA RESOURCES PARTNERS LP UISIANA, SUITE 4300 (State) (Zip) Table I - Non-Derivative Section (Month/Day/Year) Gecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Units representing limited terests Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year) 2. Table III - Derivative Security (e.g., puts, calls, (Month/Day/Year) 2. Table III - Derivative Security (e.g., puts, calls, (Month/Day/Year) 2. 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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 price to the public of \$27.50 per Common Unit. The amount of securities listed in Item 4 of Table 1 is calculated by multiplying the common units sold in the reported transaction 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 Pincus LLC," and together with WP VIII, WP IX, WP Partners LLC, we will be a company ("WP LLC," and together with WP VIII, when the partners LLC is the sole member. We warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC is the sole member. We warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC is the sole member. We warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC is the sole member. We warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg Pincus LLC, a New York limited liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg liability company ("WP LLC," and together with WP VIII, when the partners LLC, we warburg liability company ("WP LLC," and 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. Mr. Kagan is a general partner of WP and a Managing Director and Member of WP LLC. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Co-Presidents and Managing Members of WP LLC and may be deemed to control the Warburg Pincus entities. Messrs. Kagan, Kaye and Landy disclaim beneficial ownership of all shares in Targa Investments held by the Warburg Pincus Entities

/s/ Peter R. Kagan 04/15/2010

** Signature of Reporting Person

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.