

☐ 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 APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person*</div> <div><a href="#">Targa Resources Investments Inc.</a></div> <div>(Last) (First) (Middle)</div> <div>1000 LOUISIANA, SUITE 4300</div> <div>(Street)</div> <div>HOUSTON TX 77002</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><a href="#">Targa Resources Partners LP</a> [ NGLS ]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>02/14/2007</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director X 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div>X Form filed by More than One Reporting Person</div>
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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			

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				
Subordinated Units representing limited partner interests	(1)	02/14/2007	02/14/2007	J <sup>(2)(3)</sup>		11,528,231		(1)	(1)	Common Units	11,528,231	(1)	11,528,231	D <sup>(2)(3)</sup>	

<div>1. Name and Address of Reporting Person*</div> <div><a href="#">Targa Resources Investments Inc.</a></div> <div>(Last) (First) (Middle)</div> <div>1000 LOUISIANA, SUITE 4300</div> <div>(Street)</div> <div>HOUSTON TX 77002</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div><a href="#">Targa Resources Investments Sub Inc.</a></div> <div>(Last) (First) (Middle)</div> <div>1000 LOUISIANA, SUITE 4300</div> <div>(Street)</div> <div>HOUSTON TX 77002</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div><a href="#">Targa Resources, Inc.</a></div> <div>(Last) (First) (Middle)</div> <div>1000 LOUISIANA, SUITE 4300</div> <div>(Street)</div> <div>HOUSTON TX 77002</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div><a href="#">Targa Resources LLC</a></div>

(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Targa Resources II LLC</a>		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Targa Resources Holdings LP</a>		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Targa Midstream Services Limited Partnership</a>		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Targa GP Inc.</a>		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Targa LP Inc.</a>		
(Last)	(First)	(Middle)
1000 LOUISIANA, SUITE 4300		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 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 March 31, 2010, but may end sooner if the Issuer meets additional financial tests as described in the partnership agreement. The subordinated units have no expiration date.
2. On February 14, 2007, in connection with the Issuer's initial public offering, Targa GP Inc. ("GP Inc.") and Targa LP Inc. ("LP Inc."), wholly-owned subsidiaries of Targa Resources Investments Inc. ("Targa Investments"), each contributed certain assets to the Issuer in exchange for 5,475,052 subordinated units and 6,053,179 subordinated units, respectively. On February 14, 2007, in connection with the closing of the full exercise of the underwriters' option, the number of subordinated units held by GP Inc. was reduced to 5,449,338 and the number of subordinated units held by LP Inc. was increased to 6,078,893 pursuant to the terms of the Issuer's partnership agreement.
3. Targa Midstream Services Limited Partnership ("TMSLP") owns 100% of GP Inc. and LP Inc. Targa Resources Holdings LP ("Holdings") owns a 96.6126% limited partner interest in TMSLP. Targa Resources II LLC ("Resources II") owns a 99% limited partner interest in Holdings. Targa Resources LLC ("Resources") owns 100% of Resources II. Targa Resources, Inc. ("Targa") owns 100% of Resources. Targa Resources Investments Sub Inc. ("Investments Sub") owns 100% of Targa. Targa Investments owns 100% of Investments Sub. TMSLP, Holdings, Resources II, Resources, Targa, Investment Sub and Targa Investments may be deemed to beneficially own all of the reported securities. GP Inc. and LP Inc. hold, in the aggregate, a 36.6% limited partner interest in the Issuer.

<a href="#"><u>Counsel &amp; Secretary of Targa Resources Investment Inc.</u></a>	
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of Targa Resources Investments Sub Inc.</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of Targa Resources, Inc.</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of Targa Resources LLC</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of Targa Resources II LLC</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of the general partner of Targa Resources Holdings LP</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of the general partner of Targa Midstream Services Limited Partnership</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of Targa GP Inc.</u></a>	<a href="#"><u>02/16/2007</u></a>
<a href="#"><u>Paul W. Chung, EVP, General Counsel &amp; Secretary of Targa LP Inc.</u></a>	<a href="#"><u>02/16/2007</u></a>

** Signature of Reporting Person	Date
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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.**