

☐ 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

1. Name and Address of Reporting Person* <u>Targa Resources Investments Inc.</u>	2. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Partners LP [NGLS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____
(Last) (First) (Middle) <u>1000 LOUISIANA, SUITE 4300</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2009</u>	
(Street) <u>HOUSTON TX 77002</u>	4. 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
(City) (State) (Zip)		

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			
<u>Common Units representing limited partner interests</u>	<u>05/28/2009⁽¹⁾</u>		<u>C</u>		<u>11,528,231</u>	<u>A</u>	<u>(1)</u>	<u>11,528,231</u>	<u>I</u>	<u>See footnote⁽²⁾⁽³⁾</u>

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				
<u>Subordinated Units representing limited partner interests</u>	<u>(1)</u>	<u>05/28/2009⁽¹⁾</u>		<u>C</u>			<u>11,528,231</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Units</u>	<u>11,528,231</u>	<u>(1)</u>	<u>0</u>	<u>I</u>	<u>See footnote⁽²⁾⁽³⁾</u>

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

1. Name and Address of Reporting Person^{*}
[Targa Resources LLC](#)

(Last)

(First)

(Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON

TX

77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person^{*}
[Targa Resources II LLC](#)

(Last)

(First)

(Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON

TX

77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person^{*}
[Targa Resources Holdings GP LLC](#)

(Last)

(First)

(Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON

TX

77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person^{*}
[Targa Resources Holdings LP](#)

(Last)

(First)

(Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON

TX

77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person^{*}
[Targa Midstream GP LLC](#)

(Last)

(First)

(Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON

TX

77002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person^{*}
[Targa Midstream Services Limited Partnership](#)

(Last)

(First)

(Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON

TX

77002

(City)

(State)

(Zip)

Explanation of Responses:

1. On May 28, 2009, the board of directors of Targa Resources GP LLC, the general partner of the Issuer, confirmed that, effective May 19, 2009, 11,528,231 subordinated units converted into an equal number of common units on a one-for-one basis with no additional consideration, due to the satisfaction of the conditions described in Section 5.7(b) of the Issuer's Partnership Agreement. The subordinated units had no expiration date.

2. Targa GP Inc. ("GP Inc.") and Targa LP Inc. ("LP Inc.") are the beneficial owners of 5,449,338 and 6,078,893 common units, respectively. 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 and Targa Midstream GP LLC ("Midstream GP") owns a 3.3874% general partner interest in TMSLP. Holdings owns 100% of Midstream GP. Targa Resources II LLC ("Resources II") owns a 99% limited partner interest in Holdings and Targa Resources Holdings GP LLC ("Holdings GP") owns a 1% general partner interest in Holdings. Targa Resources LLC ("Resources") owns 100% of Resources II and Holdings GP. 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.

3. TMSLP, Holdings, Midstream GP, Resources II, Holdings GP, Resources, Targa, Investments 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 25.0% limited partner interest in the Issuer.

Remarks:

<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Resources Investments Inc.</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Resources Investments Sub Inc.</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Resources, Inc.</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Resources LLC</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Resources II LLC</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Resources Holdings GP LLC</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of the general partner of Targa Resources Holdings LP</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of Targa Midstream GP LLC</u>	<u>05/29/2009</u>
<u>/s/ Paul W. Chung, EVP, General Counsel and Secretary of the general partner of Targa Midstream Services Limited Partnership</u>	<u>05/29/2009</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 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.