

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KAGAN PETER</u>	2. Issuer Name and Ticker or Trading Symbol <u>Targa Resources Partners LP</u> [<u>NGLS</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> <input checked="" type="checkbox"/> Director <div>10% Owner</div> </div> <div> <input type="checkbox"/> Officer (give title below) <div>Other (specify below)</div> </div>
<div> (Last) (First) (Middle) </div> <u>1000 LOUISIANA</u> <u>SUITE 4300</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2010</u>	
<div>(Street)</div> <u>HOUSTON TX 77002</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div> <input checked="" type="checkbox"/> Form filed by One Reporting Person </div> <div> <input type="checkbox"/> Form filed by More than One Reporting Person </div>
<div> (City) (State) (Zip) </div>		

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			
Common units representing limited partner interests	01/22/2010		A		2,250	A	\$0	10,250	D	
Common units representing limited partner interests								15,763,895	I	See Footnotes ⁽¹⁾⁽²⁾

**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				

Explanation of Responses:

1. Targa GP Inc. ("GP Inc.") and Targa LP Inc. ("LP Inc.") own 9,626,129 and 10,429,717 common units, respectively, of Targa Resources Partners LP. 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 78.6% 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. [Continued from Footnote No. 1] 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 Kagan

01/26/2010

** 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.