

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Targa Resources Investments Inc.</u> <hr/> (Last) (First) (Middle) 1000 LOUISIANA, SUITE 4300 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/25/2010		A		89,813	A	(1)	11,645,659	I	See footnote(1)(2)(3)

**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					

1. Name and Address of Reporting Person\*  
Targa Resources Investments Inc.  


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 (Last) (First) (Middle)  
 1000 LOUISIANA, SUITE 4300  


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 (Street)  
 HOUSTON TX 77002  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Targa Resources Investments Sub Inc.  


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 (Last) (First) (Middle)  
 1000 LOUISIANA, SUITE 4300  


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 (Street)  
 HOUSTON TX 77002  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Targa Resources, Inc.](#)

(Last) (First) (Middle)  
1000 LOUISIANA, SUITE 4300

(Street)  
HOUSTON TX 77002

(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 GP Inc.

(Last) (First) (Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

**Explanation of Responses:**

1. On August 25, 2010, Targa Versado Holdings LP ("Versado Holdings") was issued 89,813 common units of the Issuer, valued at \$26.9748 per unit, as partial consideration in connection with the Issuer's purchase from Versado Holdings of the Versado business. Targa Versado Holdings GP LLC ("Versado Holdings GP") owns a 1% general partner interest in Versado Holdings. Targa GP Inc. ("GP Inc.") owns 100% of Versado Holdings GP and a 49% limited partner interest in Versado Holdings. Targa LP Inc. ("LP Inc.") owns a 50% limited partner interest in Versado Holdings. GP Inc. and LP Inc. are the direct beneficial owners of 9,626,129 and 1,929,717 common units, respectively, of the Issuer. Targa Resources Holdings LP ("Holdings") owns 100% of GP Inc. and LP Inc. (Continued in Footnote 2)
2. 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 Resources Investments Inc. ("Targa Investments") owns 100% of Investments Sub.
3. Holdings, 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, approximately 15% of the limited partner interest in the Issuer.

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources  
Investments Inc.

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources  
Investments Sub Inc.

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources, Inc.

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources LLC

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources II LLC

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources Holdings  
GP LLC

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa Resources Holdings  
LP

/s/ Paul W. Chung, EVP,  
General Counsel and Secretary 08/26/2010  
of Targa GP Inc.

\*\* 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.