

SUSSER PETROLEUM PARTNERS LP

Reported by
ENERGY TRANSFER PARTNERS, L.P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/03/14 for the Period Ending 10/01/14

Address	555 EAST AIRTEX DRIVE HOUSTON, TX 77073
Telephone	(832) 234-3600
CIK	0001552275
Symbol	SUSP
SIC Code	4922 - Natural Gas Transmission
Industry	Natural Gas Utilities
Sector	Utilities
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Energy Transfer Partners, L.P.		Susser Petroleum Partners LP [SUSP]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
3738 OAK LAWN AVE.		10/1/2014			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DALLAS, TX 75219				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
Common Units	10/1/2014		J (1)	3983540 A \$53.22	3983540	I	By ETC M-A Acquisition LLC
Common Units					79308	I	By Susser Holding Corporation and its subsidiaries

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	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 of Derivative Security: 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	(2)					(2) (2)	Common Units 10939436		10939436	I	Susser Holdings Corporation and its subsidiaries

Explanation of Responses:

- (1) On October 1, 2014, ETC M-A Acquisition LLC acquired 3,983,540 Common Units and cash in consideration for a 100% equity interest in Mid-Atlantic Convenience Stores LLC.
- (2) The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period as described in the Issuer's Registration Statement on Form S-1 (File No. 333-182276).

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219		X		

Signatures

Energy Transfer Partners, L.P, by its general partner Energy Transfer Partners GP, L.P., by its general partner
Energy Transfer Partners, L.L.C., by William J. Healy, Associate General Counsel and Assistant Secretary

10/3/2014

^{**} 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 control number.