

Targa Resources Corp.
Form 4
January 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAGAN PETER

(Last) (First) (Middle)

**C/O WARBURG PINCUS,
LLC, 450 LEXINGTON AVENUE**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Targa Resources Corp. [TRGP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	12/09/2013		G	V <u>23,400</u> ⁽¹⁾ D \$ 0	22,579	D	
Common Stock	12/30/2013		G	V <u>9,882</u> ⁽²⁾ D \$ 0	12,697	D	
Common Stock	01/14/2014		A	1,033 A \$ 0	13,730	D	
Common Stock					13,176	I	See Footnote (3)
Common Stock					9,882	I	See Footnote

Common Stock	9,882	I	(4) See Footnote (5)
Common Stock	342	I	By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAGAN PETER C/O WARBURG PINCUS, LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Peter R. Kagan
Date: 01/16/2014

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

- Mr. Kagan gifted these shares of common stock to his spouse, Susannah Smetana. On December 30, 2013, Ms. Smetana gifted 9,882 of these shares to the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee. On December 31, 2013, Ms. Smetana gifted 13,176 of these shares to the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
- (1) Mr. Kagan gifted these shares of common stock to the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
 - (2) These shares are held by the Gerard & E. Beth Smetana 2013 Trust, of which Mr. Kagan's spouse serves as trustee.
 - (3) These shares are held by the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
 - (4) These shares are held by the Gerard & E. Beth Smetana 2013 trust, of which Mr. Kagan's spouse serves as trustee.
 - (5) These shares are held by the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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