KAGAN PETER Form 4 January 17, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KAGAN PETER (Last) (First) (Middle) C/O WARBURG PINCUS, LLC, 450 LEXINGTON AVENUE			 2. Issuer Name and Ticker or Trading Symbol Targa Resources Corp. [TRGP] 3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013 					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)				
(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned			
	r) Executi	ion Date, if	3. Transaction Code (Instr. 8)	onAcquired Disposed	l (A) o l of (D)	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)			
01/15/2013			A	1,492	A	\$0	21,474	D				
							4,708,304	I	See Footnotes (1) (2) (3) (4			
	(First) URG PINCUS, EXINGTON A' (Street) K, NY 10017 (State) 2. Transaction Day (Month/Day/Yea	(First) (Middle) URG PINCUS, EXINGTON AVENUE (Street) K, NY 10017 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month)	TER Symbol Targa R (First) (Middle) 3. Date of (Month/D URG PINCUS, 01/15/20 EXINGTON AVENUE (Street) 4. If Americal Filed(Month, NY 10017 (State) (Zip) Table 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	TER Symbol Targa Resources (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) URG PINCUS, 01/15/2013 EXINGTON AVENUE (Street) 4. If Amendment, Day Filed(Month/Day/Year) X, NY 10017 (State) (Zip) Table I - Non-D 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V	TER Symbol Targa Resources Corp. [Total Code V Amount Code V Amount Code V Amount Code vision 1 (Apple 2 (Street) Symbol Targa Resources Corp. [Total Corp. [Total Code V Amount Code V	Targa Resources Corp. [TRGP] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) URG PINCUS, 01/15/2013 EXINGTON AVENUE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) K, NY 10017 (State) (Zip) Table I - Non-Derivative Securi 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D)	Symbol Targa Resources Corp. [TRGP] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) URG PINCUS, 01/15/2013 EXINGTON AVENUE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) K, NY 10017 (State) (Zip) Table I - Non-Derivative Securities Ac 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	TER Symbol Targa Resources Corp. [TRGP] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ————————————————————————————————————	TETER Symbol Targa Resources Corp. [TRGP] (Check all applicable Line) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) (Check all applicable Line) ———————————————————————————————————			

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title N	or Namelana		
									Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

NEW YORK, NY 10017

/s/ Peter R. 01/17/2013 Kagan

Date **Signature of Reporting Person

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).

These Shares are owned by Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII", and together with its two affiliated partnerships Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands, and WP-WPVIII Investors, L.P., a Delaware limited partnership, the "WP VIII Funds") and Warburg Pincus Private Equity IX, L.P., a

- (1) Delaware limited partnership ("WP IX", and together with the WP VIII Funds, the "Funds"). The general partner of WP VIII is Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners LLC"), and the general partner of WP IX is Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), of which WP Partners LLC is the sole member. (Continued in footnote
- (Continued from footnote 1) Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners LLC. The Funds are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC"). Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and a Co-President and Managing Member of WP LLC, may be deemed to control the Funds, WP IX LLC, WP Partners LLC, WP and WP LLC.
- (3) Each of the Funds, WP IX LLC, WP Partners LLC, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy is a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons." By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Warburg Pincus Reporting Persons, other than the Funds, may be deemed to be the beneficial owners of any securities that may be deemed to be beneficially owned by the Funds. Each of the Warburg Pincus

Reporting Owners 2

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Reporting Persons, other than the Funds, disclaims beneficial ownership of all Shares of the Issuer except to the extent of any indirect pecuniary interest therein.

Peter R. Kagan is a Partner of WP and a Managing Director and Member of WP LLC. As such, Mr. Kagan may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Exchange Act) in an indeterminate portion of the Shares of the Issuer reported as beneficially owned by the Funds. Mr. Kagan disclaims beneficial ownership of such Shares except to the extent of any indirect pecuniary interest therein. This Form 4 shall not be deemed an admission that any Reporting Person or any other person referred to herein is a beneficial owner of any securities of the Issuer for purposes of Section 16 of the Exchange Act, or for any other purpose or that any Reporting Person or other person has an obligation to file this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.