

Targa Resources Corp.
Form 4
October 15, 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

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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, 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 *
Perkins Joe Bob

(Last) (First) (Middle)

1000 LOUISIANA, SUITE 4300

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2014

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/13/2014		S ⁽¹⁾	D	\$ 107.9936 (2)	355,792	I See Footnote (23)
Common Stock	10/13/2014		S ⁽¹⁾	D	\$ 108.9444 (3)	354,737	I See Footnote (23)
Common Stock	10/13/2014		S ⁽¹⁾	D	\$ 110.2599 (4)	354,279	I See Footnote (23)
Common Stock	10/13/2014		S ⁽¹⁾	D	\$ 112.0115	352,611	I See Footnote

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					<u>(5)</u>			<u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	1,601	D	\$ <u>112.8226</u>	351,010	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	1,694	D	\$ <u>113.9979</u>	349,316	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	2,895	D	\$ <u>114.9476</u>	346,421	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	700	D	\$ <u>116.0157</u>	345,721	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	1,350	D	\$ <u>117.1707</u>	344,371	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	1,206	D	\$ <u>118.1653</u>	343,165	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	200	D	\$ <u>119.695</u>	342,965	I	See Footnote <u>(23)</u>
Common Stock	10/13/2014	<u>S(1)</u>	595	D	\$ <u>123.34</u>	342,370	I	See Footnote <u>(23)</u>
Common Stock	10/14/2014	<u>S(1)</u>	300	D	\$ <u>105.5667</u>	342,070	I	See Footnote <u>(23)</u>
Common Stock	10/14/2014	<u>S(1)</u>	570	D	\$ <u>107.4651</u>	341,500	I	See Footnote <u>(23)</u>
Common Stock	10/14/2014	<u>S(1)</u>	650	D	\$ <u>108.3662</u>	340,850	I	See Footnote <u>(23)</u>
Common Stock	10/14/2014	<u>S(1)</u>	900	D	\$ <u>109.9525</u>	339,950	I	See Footnote <u>(23)</u>
Common Stock	10/14/2014	<u>S(1)</u>	1,200	D	\$ <u>111.2682</u>	338,750	I	See Footnote <u>(23)</u>
Common Stock	10/14/2014	<u>S(1)</u>	2,420	D	\$ <u>112.0203</u>	336,330	I	See Footnote <u>(23)</u>

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Common Stock	10/14/2014	S ⁽¹⁾	1,770	D	\$ 113.3486 (20)	334,560	I	See Footnote (23)
Common Stock	10/14/2014	S ⁽¹⁾	1,491	D	\$ 113.9982 (21)	333,069	I	See Footnote (23)
Common Stock	10/14/2014	S ⁽¹⁾	699	D	\$ 114.9357 (22)	332,370	I	See Footnote (23)
Common Stock						196,090	D	
Common Stock						13,762	I	By IRA

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

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SEC 1474
(9-02)

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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perkins Joe Bob 1000 LOUISIANA, SUITE 4300 HOUSTON, TX 77002	X		Chief Executive Officer	

Signatures

/s/ Joe Bob
Perkins

10/15/2014

__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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 19, 2014.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.39 to \$108.28, inclusive. The reporting person undertakes to provide to Targa Resources Corp., any security holder of Targa Resources Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (22) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.58 to \$109.31, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.02 to \$110.59, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.44 to \$112.40, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.45 to \$113.38, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.50 to \$114.46, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.54 to \$115.37, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.63 to \$116.21, inclusive.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.80 to \$117.61, inclusive.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.82 to \$118.81, inclusive.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.38 to \$120.01, inclusive.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.16 to \$123.44, inclusive.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.39 to \$105.69, inclusive.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.89 to \$107.87, inclusive.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.95 to \$108.86, inclusive.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.50 to \$110.38, inclusive.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.68 to \$111.65, inclusive.

(19)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.70 to \$112.48, inclusive.

- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.70 to \$113.70, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.72 to \$114.45, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.75 to \$115.14, inclusive.
- (23) These shares are owned by the Perkins Blue House Investments Limited Partnership ("PBHILP"). Mr. Perkins is the sole member of JBP GP, L.L.C., one of the general partners of the PBHILP.

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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