

Targa Resources Corp.  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

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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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/27/2015**

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

**HOUSTON, TX 77002**

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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 Stock                    | 02/27/2015                           |  | S                              |   | 3,439   | D  |   | \$ 98.3038<br>(1) | 4,582 | D |                  |
| Common Stock                    | 02/27/2015                           |  | S                              |   | 2,943   | D  |   | \$ 98.2901<br>(2) | 5,885 | I | See Footnote (5) |
| Common Stock                    | 02/27/2015                           |  | S                              |   | 2,207   | D  |   | \$ 98.2368<br>(3) | 4,414 | I | See Footnote (6) |
| Common Stock                    | 02/27/2015                           |  | S                              |   | 2,207   | D  |   | \$ 98.2661<br>(4) | 4,414 | I | See Footnote (7) |

Common Stock 342 I By spouse

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

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. 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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KAGAN PETER<br>1000 LOUISIANA, SUITE 4300<br>HOUSTON, TX 77002 |               | X         |         |       |

## Signatures

/s/ Paul W. Chung,  
attorney-in-fact 03/03/2015

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.02 to \$98.68, inclusive. The reporting person undertakes to provide to Targa Resources Corp., any security holder of Targa Resources Corp., or the staff of the United States 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 (1) through (4) to this Form 4.
- (2)

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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 \$98.02 to \$98.55, inclusive.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.01 to \$98.51, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.01 to \$98.61, inclusive.
- (5) These shares are held by the Sharon Lynn Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
- (6) These shares are held by the Gerald M. Kagan 2013 Trust, of which Mr. Kagan serves as trustee.
- (7) These shares are held by the Gerard & E. Beth Smetana 2013 trust, of which Mr. Kagan's spouse 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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