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KAGAN PE Form 4 May 14, 202												
FORM	ЛЛ	STATES					NG	E CO	MMISSION	OMB	PROVAL 3235-0287	
Check th if no lon subject to Section Form 4 of Form 5 obligation may con See Instri 1(b).	Washington, D.C. 20549 Number: is box ger STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Expires: 16. SECURITIES Estimated av or 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 ns 20(b) of the Investment Company Act of 1040							January 31, 2005 verage				
(Print or Type	Responses)											
			2. Issuer Name and Ticker or Trading Symbol Targa Resources Corp. [TRGP]						5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date (Month			3. Date of (Month/I	Date of Earliest Transaction					(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify below) below)			
				iled(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)			D	• • • •	••		erson	D (7 1 1	• •	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transacti Code (Instr. 8)	ion	4. Securities A or Disposed o (Instr. 3, 4 and	Acquin f (D) d 5) (A) or	red (A)	ed, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Beneficiall 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	y Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.001 per share	05/13/2013			J <u>(1)</u>	v	Amount 2,625,417	(D) D	Price \$ 0 (1)	17,968	Ι	See footnote (2) (3) (4)	
Common Stock, par value \$0.001 per share	05/13/2013			J <u>(1)(5)</u>		14,255	A	\$ 0 (1)	45,979	D		

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)	4. Transac Code (Instr. 8	5. ionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KAGAN PETER C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	Х						
Signatures							
/s/ Peter R							

Kagan	05/14/2013			
<u>**</u> 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).

On May 13, 2013, 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,

- (1) and WP-WPVIII Investors, L.P., a Delaware limited partnership, the "WP VIII Funds"), and Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX", and together with the WP VIII Funds, the "Funds"), distributed an aggregate of 2,625,417 shares of common stock (the "Shares") of Targa Resources Corp. (the "Issuer") to their partners on a pro rata basis (the "WP Distribution"), with no consideration being paid in connection therewith.
- (2) The Shares are owned by 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. Warburg Pincus & Co., a New York general partnership ("WP"), is the

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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 WP VIII Funds, WP IX, WP IX LLC, WP Partners LLC, WP and WP LLC.

Each of the WP VIII Funds, WP IX, WP IX LLC, WP Partners LLC, WP, WP LLC and Messrs. Kaye and Landy is a "Reporting Person" and collectively, the "Warburg Pincus Reporting Persons." By reason of the provisions of Rule 16a-1 of the Securities

(3) 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 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

- (4) Issuer reported as beneficially owned by the Punds. Mr. Ragan discrams beneficial ownership of such shales 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.
- (5) In connection with the WP Distribution, an aggregate of 14,255 Shares of the Issuer were distributed to Mr. Kagan in his personal capacity.

Remarks:

* Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reportin

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.