

Targa Resources Corp.
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

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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)
01/15/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/15/2015 | | A | | 9,912 A \$ 0 | D | |
| Common Stock | 01/15/2015 | | S ⁽¹⁾ | | 1,558 D \$ 85.7105 | I | See Footnote (10) |
| Common Stock | 01/15/2015 | | S ⁽¹⁾ | | 6,852 D \$ 86.848 | I | See Footnote (10) |
| Common Stock | 01/15/2015 | | S ⁽¹⁾ | | 5,940 D \$ 87.6211 | I | See Footnote (10) |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------|---------|---|-------------------------|
| Common Stock | 01/15/2015 | S ⁽¹⁾ | 650 | D | \$ 88.3469 (5) | 317,370 | I | See Footnote (10) |
| Common Stock | 01/16/2015 | S ⁽¹⁾ | 1,345 | D | \$ 85.6644 (6) | 316,025 | I | See Footnote (10) |
| Common Stock | 01/16/2015 | S ⁽¹⁾ | 2,900 | D | \$ 86.8942 (7) | 313,125 | I | See Footnote (10) |
| Common Stock | 01/16/2015 | S ⁽¹⁾ | 3,000 | D | \$ 87.9364 (8) | 310,125 | I | See Footnote (10) |
| Common Stock | 01/16/2015 | S ⁽¹⁾ | 2,755 | D | \$ 88.7226 (9) | 307,370 | I | See Footnote (10) |
| Common Stock | | | | | | 13,762 | I | By IRA |

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.

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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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Perkins Joe Bob
1000 LOUISIANA, SUITE 4300 X Chief Executive Officer
HOUSTON, TX 77002

Signatures

/s/ Joe Bob
Perkins 01/20/2015

**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 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 \$85.15 to \$86.13, 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), (3), (4), (5), (6), (7), (8) and (9) 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 \$86.27 to \$87.26, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.28 to \$88.25, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.29 to \$88.53, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.32 to \$86.25, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.42 to \$87.41, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.55 to \$88.36, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.58 to \$89.01, inclusive.
- (10) 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. 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.