Targa Resources Corp. Form 4 September 04, 2014

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

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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

1(b).

(Print or Type Responses)

1. Name and Addi Johnson Roy E	*	ng Person *	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)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1000 LOUISIANA, SUITE 4300			08/04/2014	X Officer (give title Other (specify below)			
				Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
HOUSTON, TX 77002				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

			1 crson									
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Securities Acc	quired, Disposed o	of, or Beneficial	lly Owned					
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of					
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect					
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial					
		(3.5 d. 175 157)	(T 0)	~	0 1	T 11 (T)	0 1.					

(Instr. 3)	(any (Month/Day/Year)	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) Beneficially		(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/04/2014		G(1)	V	7,753	D	\$0	51,433	D	
Common Stock	08/20/2014		G(2)	V	7,753	D	\$0	0	I	By wife
Common Stock	08/22/2014		G(3)	V	7,753	D	\$ 0	116,453	I	See Footnote (4)
Common Stock	08/27/2014		G	V	7,753	D	\$0	0	I	By wife
Common Stock								58,972	Ι	By IRA

Common See Tootnote Stock Tootnote (5)

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (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

Johnson Roy E 1000 LOUISIANA, SUITE 4300 HOUSTON, TX 77002

Executive Vice President

Signatures

/s/ Roy E.

Johnson 09/04/2014

**Signature of Date
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).
- (1) On August 4, 2014, Mr. Johnson gifted 7,753 shares to Karen A. Johnson.
- (2) On August 20, 2014, Karen A. Johnson gifted 7,753 shares to the Roy Johnson 2010 Family Trust, of which Mr. Johnson and Jerry B. McQueen serve as co-trustees.

Reporting Owners 2

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- (3) On August 22, 2014, the Roy Johnson 2010 Family Trust, of which Mr. Johnson and Jerry B. McQueen serve as co-trustees, gifted 7,753 shares to Karen A. Johnson.
- (4) These shares are held by the Roy Johnson 2010 Family Trust, of which Mr. Johnson and Jerry B. McQueen serve as co-trustees.
- (5) These shares are held by the Karen Johnson 2008 Family Trust, of which Mr. Johnson'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. 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.