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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(5)	12/10/2010		C	5,630,283	(5)	(5)	Common Stock	31,057,300 (2) (3) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS PRIVATE EQUITY VIII L P C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Private Equity IX, L.P. C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners LLC C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus IX LLC C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS & CO 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
WARBURG PINCUS LLC C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
KAYE CHARLES R C/O WARBURG, PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X		
LANDY JOSEPH C/O WARBURG, PINCUS & CO.		X		

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Immediately prior to the consummation of the initial public offering of Targa Resources Corp. (the "IPO"), the Series B Preferred Stock converted into shares of common stock based on (a) the 10 to 1 conversion ratio applicable to the Series B Preferred Stock plus (b) the accreted value per share, which includes accrued and unpaid dividends of the Series B Preferred Stock divided by the IPO price for Targa's offering of common stock after deducting underwriting discounts and commissions and had no expiration date.

Remarks:

* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to Schedule 13D filed by Builders FirstSource, LLC with respect to Builders FirstSource, Inc.

** Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to Schedule 13D filed by Builders FirstSource, LLC with respect to Builders FirstSource, Inc.

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.