

Johnson Roy E  
Form 3  
December 06, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Johnson Roy E                           |         | (Month/Day/Year)                     | Targa Resources Corp. [TRGP]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 12/06/2010                           |  |  |
| 1000 LOUISIANA, SUITE 4300                |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | Executive Vice President   |  |
| HOUSTON,Â TXÂ 77002                       |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 208,916   | D  | Â   |
| Common Stock                    | 272,865   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock                    | 375,897   | I  | See footnote <sup>(2)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

## Edgar Filing: Johnson Roy E - Form 3

|                          | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |                  |
|--------------------------|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---|------------------|
| Series B Preferred Stock | Â (3)               | Â (3)              | Common<br>Stock     | (3)                              | \$ (3)                             | D   | Â                |
| Series B Preferred Stock | Â (3)               | Â (3)              | Common<br>Stock     | (3)                              | \$ (3)                             | I   | By IRA           |
| Stock Option             | Â (4)               | Â (4)              | Common<br>Stock     | 87,187                           | \$ 12.23                           | I   | By wife          |
| Stock Option             | Â (4)               | Â (4)              | Common<br>Stock     | 87,188                           | \$ 12.23                           | I   | See footnote (1) |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Johnson Roy E<br>1000 LOUISIANA, SUITE 4300<br>HOUSTON, TX 77002 | Â             | Â         | Â Executive<br>Vice<br>President | Â     |

## Signatures

/s/ Paul W. Chung, as  
attorney-in-fact

12/06/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are held by the Karen Johnson 2008 Family Trust, of which Mr. Johnson's spouse serves as trustee.

(2) These shares are held by the Roy Johnson 2010 Family Trust, of which Mr. Johnson serves as trustee.

(3) In connection with the initial public offering (the "IPO") of Targa Resources Corp. ("Targa"), all of the shares of Series B Preferred Stock will automatically convert, immediately prior to the consummation of the IPO, 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, in each case giving effect to a reverse stock split of Targa's common stock based on a ratio that is dependent on the IPO price offered to the public. Mr. Johnson holds 29,751 shares of Series B Preferred Stock directly and 10,691 shares indirectly.

(4) Mr. Johnson may exercise the options to purchase common stock at any time while he continues to remain an employee of Targa, and the options to purchase common stock will generally terminate and cease to be exercisable at such time as Mr. Johnson is no longer an employee of Targa.

Â

### Remarks:

See attached for Exhibit 24 - Power of Attorney

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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