

Regency Energy Partners LP  
Form 4  
July 01, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
WARREN KELCY L

(Last) (First) (Middle)

3738 OAK LAWN AVENUE

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Energy Partners LP [RGP]

3. Date of Earliest Transaction (Month/Day/Year)

07/01/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_X\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Units                    | 07/01/2014                           |  | J <sup>(1)</sup>               |   | 16,491,717  | A  | Ⓛ   |
|                                 |                                      |  |                                |   | 30,890,565  | I  | Held by ETE Common Holdings, LLC <sup>(1)</sup>       |
| Common Units                    |                                      |  |                                |   | 26,266,791  | I  | Held by Energy Transfer Equity, L.P. <sup>(2)</sup>   |
| Common Units                    |                                      |  |                                |   | 31,372,419  | I  | Held by Panhandle                                     |

|                  |           |   |  |
|------------------|-----------|---|--|
| Class F<br>Units | 6,274,483 | I | Eastern<br>Pipeline<br>Company,<br>LP <sup>(3)</sup><br><br>Held by<br>Panhandle<br>Eastern<br>Pipeline<br>Company,<br>LP <sup>(3)</sup> |
|------------------|-----------|---|--|

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WARREN KELCY L<br>3738 OAK LAWN AVENUE<br>DALLAS, TX 75219 |               | X         |         |       |

## Signatures

Sonia Aube as Attorney-in-Fact for Kelcy L.  
Warren. 07/01/2014

\_\_\_\_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).

Pursuant to a Common Unit Purchase Agreement dated as of July 1, 2014, between ETE Common Holdings, LLC ("ETE Common Holdings") and Regency Energy Partners LP ("Regency"), ETE Common Holdings purchased from Regency 16,491,717 common units representing limited partner interests in Regency for an aggregate purchase price of \$400,000,000. ETE Common Holdings is a wholly owned subsidiary of Energy Transfer Equity, L.P. ("ETE"). ETE owns all of the membership interests in ETE Common Holdings

(1) Member, LLC ("ETE CH Member"). ETE owns a 99.8% interest in ETE Common Holdings and ETE CH Member owns a 0.2% interest in ETE Common Holdings. LE GP, LLC is the general partner of ETE. Mr. Warren holds an 81.2% membership interest in LE GP, LLC. Mr. Warren disclaims beneficial ownership of the securities of the Issuer held indirectly by LE GP, LLC through ETE Common Holdings, LLC except to the extent of his pecuniary interest therein, if any.

LE GP, LLC is the general partner of ETE. Mr. Warren holds an 81.2% membership interest in LE GP, LLC. Mr. Warren disclaims

(2) beneficial ownership of the securities of the Issuer held indirectly by LE GP, LLC through ETE except to the extent of his pecuniary interest therein, if any.

Panhandle Eastern Pipeline Company, LP is a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP"). Energy Transfer

(3) Partners GP, L.P. is the general partner of ETP and Energy Transfer Partners, L.L.C. is the general partner of Energy Transfer Partners GP, L.P. and both are wholly owned subsidiaries of ETE. ETE disclaims beneficial ownership of the reported units except to the extent of its pecuniary interest therein.

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.