

Regency Energy Partners LP
Form 4
March 25, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Aircraft Services CORP

2. Issuer Name and Ticker or Trading Symbol
Regency Energy Partners LP
[RGNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 LONG RIDGE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Owner of General Partner

STAMFORD, CT 06927

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 representing limited partner interests | 02/17/2009 | | M ⁽¹⁾ | | 17,763,809 | A | <u>(2)</u> |
| | | | | | 24,679,577 | I | <u>(3)</u> |

See Footnote (3)

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.

SEC 1474 (9-02)

Edgar Filing: Regency Energy Partners LP - Form 4

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 Security (Instr. 3 and 4) |
|-----------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Subordinated Units representing limited partner interests | (4) | 02/17/2009 | | M(1) | 17,763,809 | (6) (5) | Common Units representing limited partner interest |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Aircraft Services CORP 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | Owner of General Partner |
| EFS Regency GP Holdco II, LLC 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | Owner of General Partner |
| Regency LP Acquirer, L.P. 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | Owner of General Partner |
| GENERAL ELECTRIC CAPITAL CORP 3135 EASTON TURNPIKE FAIRFIELD, CT 06431 | | X | | Owner of General Partner |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06431 | | X | | Owner of General Partner |

Signatures

/s/ Tyson Yates, Vice President 03/23/2009
**Signature of Reporting Person Date

By: Aircraft Services Corporation its Managing Member, /s/ Tyson Yates, Vice President 03/23/2009
**Signature of Reporting Person Date

By: EFS Regency GP Holdco II, LLC, By: Aircraft Services Corporation its Managing Member, /s/ Tyson Yates, Vice President 03/23/2009

