

Regency Energy Partners LP  
Form 4  
May 02, 2013

**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 \*  
Energy Transfer Equity, L.P.

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
3738 OAK LAWN AVE.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2013

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

DALLAS, TX 75219

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Units	04/30/2013		J <sup>(2)</sup>		31,372,419	A	<u>2</u>	31,372,419	I	Held by Southern Union Company <sup>(1)</sup>
Class F Common Units	04/30/2013		J <sup>(2)</sup>		6,274,483	A	<u>2</u>	6,274,483	I	Held by Southern Union Company <sup>(1)</sup>
Common Units								26,266,791	D	

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

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SEC 1474  
(9-02)

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Equity, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219		X		

**Signatures**

Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC the general partner of Energy Transfer Equity, L.P.

05/02/2013

\_\_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).

- (1) Southern Union Company is a wholly owned subsidiary of ETE Holdco Corporation, which is a wholly owned subsidiary of Heritage Holdings, Inc., which is a wholly owned subsidiary of ETP Holdco Corporation, which is a wholly owned subsidiary of Heritage ETC, L.P. Energy Transfer Partners, L.P. owns a 99.999% limited partner interest in Heritage ETC, L.P. and owns 100% of Heritage ETC GP, L.L.C., the general partner of Heritage ETC, L.P. Energy Transfer Partners GP, L.P. is the general partner of Energy Transfer Partners, L.P. 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 Energy Transfer Equity, L.P. Energy Transfer Equity disclaims beneficial ownership of the reported units except to the extent of its pecuniary interest therein.
- (2) On April 30, 2013, Southern Union Company contributed 100% interest in Southern Union Gathering Company, LLC and its subsidiaries, to Regency Energy Partners LP in exchange for cash, 31,372,419 Regency common units and 6,274,483 Regency class F

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units.

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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