

Regency Energy Partners LP  
Form 4  
August 28, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Scott James A

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)  
1700 PACIFIC, SUITE 2900  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/24/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP of Gas Supply & Bus Dev

DALLAS, TX 75201

(City) (State) (Zip)

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

**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	08/24/2007		S		200	D	\$ 31.48	24,162	D
Common Units	08/24/2007		S		200	D	\$ 31.41	23,962	D
Common Units	08/24/2007		S		362	D	\$ 31.4	23,600	D
Common Units	08/24/2007		S		199	D	\$ 31.39	23,401	D
Common Units	08/24/2007		S		541	D	\$ 31.38	22,860	D

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Common Units	08/24/2007	S	100	D	\$ 31.37	22,760	D
Common Units	08/24/2007	S	600	D	\$ 31.36	22,160	D
Common Units	08/24/2007	S	1,500	D	\$ 31.355	20,660	D
Common Units	08/24/2007	S	2,100	D	\$ 31.35	18,560	D
Common Units	08/24/2007	S	1,001	D	\$ 31.34	17,559	D
Common Units	08/24/2007	S	159	D	\$ 31.33	17,400	D
Common Units	08/24/2007	S	300	D	\$ 31.32	17,100	D
Common Units	08/24/2007	S	1,500	D	\$ 31.315	15,600	D
Common Units	08/24/2007	S	600	D	\$ 31.3	15,000	D

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.**

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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 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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott James A 1700 PACIFIC SUITE 2900 DALLAS, TX 75201			Sr. VP of Gas Supply & Bus Dev	

## Signatures

/s/ William E. Joor III,  
Attorney-in-fact

08/28/2007

\*\*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).

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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