

Regency Energy Partners LP
Form 4
June 20, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HMREP LP

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)
200 CRESCENT COURT, SUITE
1600

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2007

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
DALLAS, TX 75201

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	(D)	Price

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
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Subordinated Units	<u>(1)</u>	06/18/2007	<u>J</u> ⁽²⁾		16,699,462		<u>(1)</u>	<u>(1)</u>	Common Units	16,699,462

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HMREP LP 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		X		
HMTF Regency, L.L.C. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		X		
Hicks, Muse, Tate & Furst Equity Fund V, L.P. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		X		
HM5/GP, LLC 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		X		

Signatures

HMREP LP, By: HMTF Regency, L.L.C., its general partner, By: /s/ David W. Knickel, Vice President 06/20/2007

**Signature of Reporting Person _____ Date _____

HMTF REGENCY, L.L.C., By: /s/ David W. Knickel, Vice President 06/20/2007

****Signature of Reporting Person** _____ **Date** _____

HICKS, MUSE, TATE & FURST EQUITY FUND V, L.P., By: HM5/GP LLC, its general partner, By: /s/ David W. Knickel, Vice President 06/20/2007

**Signature of Reporting Person _____ Date _____

HM5/GP LLC, By: /s/ David W. Knickel, Vice President 06/20/2007

**Signature of Reporting Person

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).

The subordinated units shall convert into common units on a one-for-one basis after December 31, 2006, upon satisfaction of the conditions for conversion set forth in the Issuer's First Amended and Restated Agreement of Limited Partnership. The conditions are based on the amount of quarterly distributions by the Issuer with respect to its common and subordinated units. The subordinated units have no expiration date.
- (1)
- (2) A disposition of 16,699,462 Subordinated Units was made by HMREP LP to Regency LP Acquirer, L.P. for cash consideration of \$24 per unit.

Remarks:

This Form 4 is filed by each of HMREP LP (HMREP); HMTF Regency, L.L.C. (HMTF GP); Hicks, Muse, Tate & Furst Equi

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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