

Regency Energy Partners LP
Form 4
April 21, 2008

FORM 4

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

OMB APPROVAL

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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)
120 LONG RIDGE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2008

____ Director 10% Owner
____ Officer (give title below) 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Units	04/21/2008		C ⁽¹⁾		4,701,034	A	<u>1</u>	4,701,034	I ⁽²⁾	Through ASC Hugoton LLC

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

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SEC 1474 (9-02)

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**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)	
						Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class E Common Units ⁽¹⁾	⁽¹⁾	04/21/2008		C	4,701,034	⁽¹⁾	⁽¹⁾	Common Units	4,701,034

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aircraft Services CORP 120 LONG RIDGE ROAD STAMFORD, CT 06927		X		Owner of General Partner
EFS Regency GP Holdco II, LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927				Managing Member
Regency LP Acquirer, L.P. 120 LONG RIDGE ROAD STAMFORD, CT 06927				General Partner

Signatures

Tyson Yates 04/21/2008
**Signature of Date
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 Class E Units became convertible into common units on a one-for-one basis from and after February 15, 2008. On April 18, 2008, the
- (1) reporting person converted 4,701,034 Class E Common Units, resulting in the issuance to the reporting person of 4,701,034 Regency Energy Partners LP common units.

- The Class E Common Units and Common Units reported hereby are owned by ASC Hugoton LLC. ASC Hugoton is wholly owned by Aircraft Services Corporation. The Joint Filers hereunder may be deemed to beneficially own the Common Units reported hereby by
- (2) virtue of their membership in a group with the other Joint Filers. The Reporting Persons disclaim beneficial ownership of the Common Units except to the extent of their pecuniary interest therein and this report shall not be deemed an admission that the Reporting Persons are beneficial owners of the Reported Securities.

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.