

WARREN KELCY L  
 Form 4  
 May 02, 2013

**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 \*  
 WARREN KELCY L

(Last) (First) (Middle)

3738 OAK LAWN AVE.

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Energy Partners LP [RGP]

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

04/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_X\_\_\_ 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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Units	04/30/2013		J <sup>(3)</sup>		31,372,419	A	<u>(3)</u> 31,372,419	I	Held by Southern Union Company <sup>(1)</sup>
Class F Common Units	04/30/2013		J <sup>(3)</sup>		6,274,483	A	<u>(3)</u> 6,274,483	I	Held by Southern Union Company <sup>(1)</sup>
Common Units							26,266,791	I	Held by Energy



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subsidiaries of Energy Transfer Equity, L.P. Mr. Warren holds ~80% membership interest in LE GP, LLC the general partner of Energy Transfer Equity, L.P. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

- (2) Mr. Warren holds ~80% membership interest in LE GP, LLC the general partner of Energy Transfer Equity, L.P. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

On April 30, 2013, Southern Union Company contributed 100% interest in Southern Union Gathering Company, LLC and its

- (3) subsidiaries, to Regency Energy Partners LP in exchange for cash, 31,372,419 Regency common units and 6,274,483 Regency class F units.

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.