

Regency Energy Partners LP
 Form 4
 July 01, 2014

FORM 4

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

OMB APPROVAL

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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 *
WARREN KELCY L

(Last) (First) (Middle)

3738 OAK LAWN AVENUE

(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)

07/01/2014

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 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	07/01/2014		J ⁽¹⁾		16,491,717	A	Ⓛ	30,890,565	I	Held by ETE Common Holdings, LLC ⁽¹⁾
Common Units								26,266,791	I	Held by Energy Transfer Equity, L.P. ⁽²⁾
Common Units								31,372,419	I	Held by Panhandle

Class F Units	6,274,483	I	Eastern Pipeline Company, LP ⁽³⁾ Held by Panhandle Eastern Pipeline Company, LP ⁽³⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN KELCY L 3738 OAK LAWN AVENUE DALLAS, TX 75219		X		

Signatures

Sonia Aube as Attorney-in-Fact for Kelcy L.
Warren. 07/01/2014

____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) Pursuant to a Common Unit Purchase Agreement dated as of July 1, 2014, between ETE Common Holdings, LLC ("ETE Common Holdings") and Regency Energy Partners LP ("Regency"), ETE Common Holdings purchased from Regency 16,491,717 common units representing limited partner interests in Regency for an aggregate purchase price of \$400,000,000. ETE Common Holdings is a wholly owned subsidiary of Energy Transfer Equity, L.P. ("ETE"). ETE owns all of the membership interests in ETE Common Holdings Member, LLC ("ETE CH Member"). ETE owns a 99.8% interest in ETE Common Holdings and ETE CH Member owns a 0.2% interest in ETE Common Holdings. LE GP, LLC is the general partner of ETE. Mr. Warren holds an 81.2% membership interest in LE GP, LLC. Mr. Warren disclaims beneficial ownership of the securities of the Issuer held indirectly by LE GP, LLC through ETE Common Holdings, LLC except to the extent of his pecuniary interest therein, if any.

(2) LE GP, LLC is the general partner of ETE. Mr. Warren holds an 81.2% membership interest in LE GP, LLC. Mr. Warren disclaims beneficial ownership of the securities of the Issuer held indirectly by LE GP, LLC through ETE except to the extent of his pecuniary interest therein, if any.

(3) Panhandle Eastern Pipeline Company, LP is a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP"). Energy Transfer Partners GP, L.P. is the general partner of ETP 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 ETE. ETE disclaims beneficial ownership of the reported units except to the extent of its pecuniary interest therein.

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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