

Regency Energy Partners LP  
Form 3  
June 20, 2007

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

## INITIAL STATEMENT OF 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 \*

Â HMREP LP

(Last)

(First)

(Middle)

200 CRESCENT  
COURT,Â SUITE 1600

(Street)

DALLAS,Â TXÂ 75201

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

06/18/2007

3. Issuer Name **and** Ticker or Trading Symbol  
Regency Energy Partners LP [RGNC]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Date  
Exercisable

Expiration  
Date

Title

Amount or  
Number of  
Shares

(Instr. 5)

Subordinated Units	Â (1)	Â (1)	Common Units	16,699,462	\$ (1)	D	Â
--------------------	-------	-------	-----------------	------------	--------	---	---

## Reporting Owners

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

## 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	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.

## Edgar Filing: Regency Energy Partners LP - Form 3

^

### Remarks:

This Form 3 is filed by each of HMREP LP (HMREP); HMTF Regency, L.L.C. (HMTF GP); Hic

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.