Regency Energy Partners LP Form 4 September 18, 2008

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Washington, D.C. 20549 Check this box

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to **SECURITIES** Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HM TXRG LP** Issuer Symbol

Regency Energy Partners LP (Check all applicable)

[RGNC]

(Zip)

(Last) (First) (Middle) 3. Date of Earliest Transaction Director X 10% Owner Other (specify Officer (give title (Month/Day/Year)

below) 200 CRESCENT COURT, SUITE 09/16/2008 1600,

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

DALLAS, TX 75201 (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) or Indirect **Following** (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common \$  $S^{(1)}$ 09/16/2008 D 0 D 7,100,000 Units 20.21

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3235-0287

January 31,

2005

0.5

Number:

Expires:

response...

Estimated average

burden hours per

### Edgar Filing: Regency Energy Partners LP - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exer Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	•	any	Code	of	(Month/Day		Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e`	,	Securit		(Instr. 5)	Bene
(======================================	Derivative		()	()	Securities				3 and 4)	()	Owne
	Security				Acquired			(2115127)	o una .,		Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIStI
					4, and 5)						
					+, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Exercisable	Expiration Date	Title Nur	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
comporting of the control of the con	Director	10% Owner	Officer	Other			
HM TXRG LP 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X					
HMTF GP, 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**

HM TXRG LP, By: HMTF GP, L.L.C., its general partner, By: /s/ David W. Knickel, Vice President	09/18/2008		
**Signature of Reporting Person	Date		
HMTF GP, L.L.C., By: Hicks, Muse, Tate & Furst Equity Fund V, L.P., its sole member, By: David W. Knickel, Vice President	09/18/2008		
**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			
**Signature of Reporting Person	Date		
HM5/GP LLC, By: /s/ David W. Knickel, Vice President	09/18/2008		

Reporting Owners 2

Date

\*\*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).
- (1) A disposition of Common Units was made by HM TXRG LP pursuant to a secondary offering on September 16, 2008.

### **Remarks:**

This Form 4 is filed by each of HM TXRG LP (HMTXRG); HMTF GP, L.L.C. (HMTF GP); Hicks, Muse, Tate & Furst Equiv. 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.

Signatures 3