

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 ⁽³⁾		31,372,419	A	<u>(3)</u> 31,372,419	I	Held by Southern Union Company ⁽¹⁾
Class F Common Units	04/30/2013		J ⁽³⁾		6,274,483	A	<u>(3)</u> 6,274,483	I	Held by Southern Union Company ⁽¹⁾
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.

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