Edgar Filing: Regency Energy Partners LP - Form 4

Regency Energy Form 4	Partners LP									
October 05, 200	6									
FORM 4	1	STATES	SECU	RITIES A	AND EX	CHANG	E COMMISSIO		PPROVAL	
Check this bo				shington				Number:	3235-0287	
if no longer subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated burden hou	urs per				
Form 4 or Form 5 obligations may continue.response0.5See Instruction 1(b).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 19400.5										
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> MUSE JOHN R			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			Regency Energy Partners LP [RGNC]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			DirectorX 10% Owner Officer (give title Other (specify below) below)				
200 CRESCEN 1600	T COURT, S	UITE	08/15/2	2006			below)	below)		
DALLAS, TX	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities	Acquired, Disposed	of, or Beneficia	llv Owned	
	ransaction Date onth/Day/Year)		ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D) 4 and 5) (A) or	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	
	(1	c 1 1	c		Amount	(D) Price				
Reminder: Report o	on a separate line	for each cl	ass of sec	urities bene	Perso inforr requi	ons who re nation cor red to resp ays a curre	or indirectly. spond to the collect tained in this form bond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5	, ,	Month/Day/Year) (Instr. 3 and		4)
				Code V	(A) (E) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Units	<u>(2)</u>	08/15/2006		А	5,173,189	(2)	(2)	Common Units	5,173,18

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MUSE JOHN R 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		Х				
Signatures						
By: /s/ William E. Joor III, Attorney-in-Fact		10/05/2006				
**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).

This Form 4 is filed by John R. Muse. A Form 3 reporting the transaction reported herein also was filed by HMTF Gas Partners II, L.P. ("Gas Partners II"), HMTF GP II, L.L.C. ("GP II") and HMTF GP, LLC ("HMTF GP"), and a Form 4 also was filed by HM5/GP, LLC ("HM5") and Hicks, Muse, Tate & Furst Equity Fund V, L.P. ("Fund"). Mr. Muse is the sole manager and a member of HM5, which is the external method of LMTF GP II, bit is the external method of CP II.

- (1) the general parter of Fund, which is the sole member of HMTF GP, which is the sole member of GP II, which is the general partner of Gas Partners II. Gas Partners II directly owns the Class B Common Units reported herein. The reporting person disclaims beneficial ownership of these securities (except to the extent of such reporting person's indirect pecuniary interest in such securities described above), and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (2) Convertible into Common Units at the option of the holder on a one-for-one basis from and after February 15, 2007. The Class B Common Units have no expiration date.

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.