Regency Energy Partners LP Form 4 November 21, 2007

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Suarez Ramon Jr

Symbol Regency Energy Partners LP

2. Issuer Name and Ticker or Trading

[RGNC]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Street)

(Middle)

2. Transaction Date 2A. Deemed

3. Date of Earliest Transaction

(Month/Day/Year)

11/06/2007

Director X_ Officer (give title

Other (specify

10% Owner

1700 PACIFIC, SUITE 2900

4. If Amendment, Date Original

Filed(Month/Day/Year)

Vice President, Treasurer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Issuer

below)

DALLAS, TX 75201

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Instr. 8)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Execution Date, if

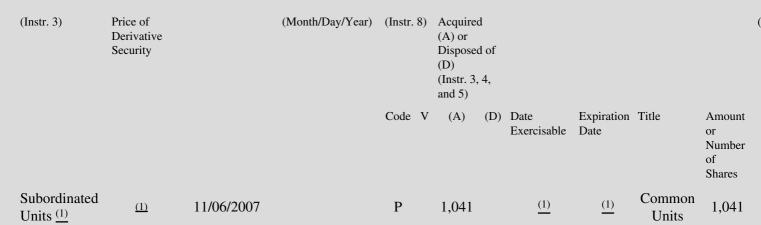
(Month/Day/Year)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	5

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Suarez Ramon Jr 1700 PACIFIC SUITE 2900 DALLAS, TX 75201

Vice President, Treasurer

Signatures

/s/ William E. Joor III, Attorney-in-fact

11/21/2007

**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).

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, as amended. The conditions are based on the amount of quarterly distributions by the Issuer with respect to its common and subordinated units. As of date, the conditions for conversion have not been satisfied. The subordinated 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.

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