Edgar Filing: Regency Energy Partners LP - Form 4

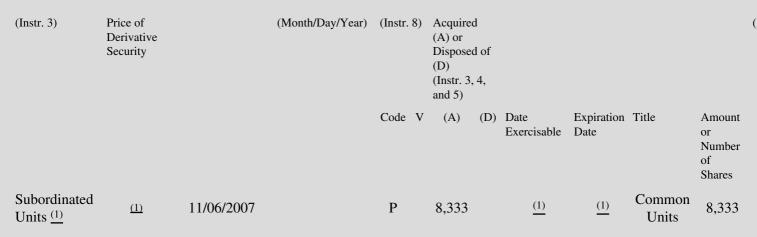
Regency Energy Partners LP Form 4 November 26, 2007

November 2	26, 2007										
State State <th< td=""><td>N OMB Number: Expires: Estimated burden hou response</td><td colspan="2">Number: 3235-0287 Expires: January 31 Estimated average burden hours per response 0.5</td></th<>							N OMB Number: Expires: Estimated burden hou response	Number: 3235-0287 Expires: January 31 Estimated average burden hours per response 0.5			
1(b).	ruction	()				- j					
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Davis Charles M Jr			2. Issuer Name and Ticker or Trading Symbol Regency Energy Partners LP [RGNC]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1700 PACI	(First) (1)	Middle))		of Earliest T Day/Year) 2007	ransaction			Director X Officer (gi below) Sr V		% Owner her (specify ev	
(Street)			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			
DALLAS,	TX 75201							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution D		Date, if	(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 Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benef	ficially ow	ned di	rectly o	or indirectly.			

Persons who respond to the collection of 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	nof Derivative	Expiration Date	Underlying Securities I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4) S



Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Davis Charles M Jr 1700 PACIFIC SUITE 2900 DALLAS, TX 75201			Sr Vice Pres-Corp D)ev			
Signatures							
/s/ William E. Joor III, Attorney-in-fact		11/26/20	007				

**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

(1) conditions for conversion set form in the issuer's first Amended and Restated Agreement of Emined rathersing, 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.