

Regency Energy Partners LP
Form 4
March 25, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Aircraft Services CORP

2. Issuer Name and Ticker or Trading Symbol
Regency Energy Partners LP
[RGNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 LONG RIDGE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Owner of General Partner

STAMFORD, CT 06927

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	02/17/2009		M ⁽¹⁾		17,763,809	A	<u>(2)</u>
					24,679,577	I	<u>(3)</u>

See Footnote (3)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Subordinated Units representing limited partner interests	(4)	02/17/2009		M(1)	17,763,809	(6) (5)	Common Units representing limited partner interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aircraft Services CORP 800 LONG RIDGE ROAD STAMFORD, CT 06927		X		Owner of General Partner
EFS Regency GP Holdco II, LLC 800 LONG RIDGE ROAD STAMFORD, CT 06927		X		Owner of General Partner
Regency LP Acquirer, L.P. 800 LONG RIDGE ROAD STAMFORD, CT 06927		X		Owner of General Partner
GENERAL ELECTRIC CAPITAL CORP 3135 EASTON TURNPIKE FAIRFIELD, CT 06431		X		Owner of General Partner
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06431		X		Owner of General Partner

Signatures

/s/ Tyson Yates, Vice President 03/23/2009
**Signature of Reporting Person Date

By: Aircraft Services Corporation its Managing Member, /s/ Tyson Yates, Vice President 03/23/2009
**Signature of Reporting Person Date

By: EFS Regency GP Holdco II, LLC, By: Aircraft Services Corporation its Managing Member, /s/ Tyson Yates, Vice President 03/23/2009

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__Signature of Reporting Person

Date

/s/ Mark Mellana

03/23/2009

__Signature of Reporting Person

Date

/s/ J. Alex Urquhart, Vice President, General Electric Company

03/23/2009

__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).
- (1) The transaction described herein is also exempt under Rule 16(b)-6(b) as the conversion of a derivative security, thus Transaction Code C is also applicable.
- (2) 17,763,809 subordinated units converted into an equal number of common units on February 17, 2009, pursuant to the terms of the Issuer's Amended and Restated Agreement of Limited Partnership, dated as of February 3, 2006, as amended.

These securities are owned by Regency LP Acquirer, L.P., which is a member of a "group" for purposes of Section 13(d) of the Exchange Act including Regency LP Acquirer, L.P., EFS Regency GP Holdco II, LLC, Aircraft Services Corporation, General Electric Capital Corporation and General Electric Company. The joint filers are jointly filing this Form 4 and information regarding the joint filers other than Aircraft Services Corporation is set forth on Exhibit 99 to this Form 4.
- (3) One-for-one.
- (4) None.
- (5) Immediately.
- (6) Not applicable.
- (7) Not applicable.

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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