

Regency Energy Partners LP  
Form 4  
December 09, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(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)  
12/02/2010

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

STAMFORD, CT 06927

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units representing limited partner interests	12/02/2010		S		5,160,561	D	\$ 24.22 (1)
					15,277,106	I (2)	See Footnote (2)

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

/s/ Tyson Yates, Vice President	12/09/2010
____Signature of Reporting Person	Date
By: Aircraft Services Corporation, its Managing Member, /s/ Tyson Yates, Vice President	12/09/2010
____Signature of Reporting Person	Date
By: EFS Regency GP Holdco II, LLC, By: Aircraft Services Corporation, its Managing Member, /s/ Tyson Yates, Vice President	12/09/2010
____Signature of Reporting Person	Date

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/s/ J. Alex Urquhart, Authorized Signatory, General Electric Capital Corporation

12/09/2010

\_\_Signature of Reporting Person

Date

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

12/09/2010

\_\_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 Reporting Persons are the beneficial owners of 15,277,106 Common Units following the closing on December 2, 2010 of the sale by LP Holdings to ZLP Fund, L.P. ("ZLP Fund"), ZLP Master Opportunity Fund, Ltd. ("ZLP Master Opportunity Fund"), ZLP Master Utility Fund, Ltd. ("ZLP Master Utility Fund," and together with ZLP Fund and ZLP Master Opportunity Fund, the "Zimmer Purchasers"), pursuant to the exercise by the Zimmer Purchasers of their right of first offer under the Common Unit Purchase Agreement (the "Common Unit Purchase Agreement"), dated as of October 22, 2010, by and among LP Holdings, the Zimmer Purchasers and Credit Suisse Management LLC, of 5,160,561 Common Units for \$125,002,204.90.

(2) These securities are owned by LP Holdings, which is a member of a "group" for purposes of Section 13(d) of the Exchange Act including LP Holdings, 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.

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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