

Regency Energy Partners LP
Form 3
June 28, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Aircraft Services CORP

(Last) (First) (Middle)

120 LONG RIDGE ROAD

(Street)

STAMFORD,Â CTÂ 06927

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/18/2007

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner

___ Officer ___X___ Other

(give title below) (specify below)

Owner of General Partner

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Subordinated Units representing limited partner interests	Â (1)	Â (5)	Common Units representing limited partner interests	16,699,462 (2)	\$ (3)	I (4)	Through Regency LP Acquirer, L.P. (4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aircraft Services CORP 120 LONG RIDGE ROAD STAMFORD,Â CTÂ 06927	Â	Â X	Â	Owner of General Partner
EFS Regency GP Holdco II, LLC 120 LONG RIDGE ROAD STAMFORD,Â CTÂ 06927	Â	Â X	Â	Owner of General Partner
Regency LP Acquirer, L.P. 120 LONG RIDGE ROAD STAMFORD,Â CTÂ 06927	Â	Â X	Â	Owner of General Partner

Signatures

Tyson Yates, Vice President 06/27/2007

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 subordinated units will automatically convert at one time after December 31, 2006 or December 31, 2008 if certain financial tests set forth in the issuer's partnership agreement are met. Also, if the general partner of the issuer is removed under circumstances where cause does not exist and units held by affiliates of the general partner are not voted in favor of such removal, the subordinated units will convert into common units on a one-for-one basis.

(2) 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 and Aircraft Services Corporation. The joint filers are jointly filing this Form 3 and information regarding the joint filers other than Aircraft Services Corporation is set forth on Exhibit 99 to this Form 3. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

(3) The subordinated units are convertible into common units on a one-to-one ratio.

(4) Regency LP Acquirer, L.P. directly owns all securities reported on this Form 3, all the other joint filers' ownership is indirect, through one or more subsidiaries.

(5) 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.

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