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Regency Energy Partners LP Form 4 January 09, 2008 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box Expires: if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Aircraft Services CORP Issuer Symbol Regency Energy Partners LP (Check all applicable) [RGNC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director _X_ Other (specify Officer (give title (Month/Day/Year) below) below) **1700 PACIFIC AVENUE, SUITE** 01/07/2008 Owner of General Partner 2900 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting DALLAS, TX 75201 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) (Instr. 4) Following Reported (A) Transaction(s) or (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. Persons who respond to the collection of information contained in this form are not required to respond unless the form

> 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 of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

number.

displays a currently valid OMB control

OMB APPROVAL

X__ 10% Owner

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

3235-0287

January 31,

2005

0.5

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	, , ,	(Month/Day/Year)		4)
				Code V	7 (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class E Common Units <u>(1)</u>	<u>(1)</u>	01/07/2008		J	4,701,034 (2)	<u>(1)</u>	(1)	Common Units	4,701,03

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting O when I tune / I ture iss	Director	10% Owner	Officer	Other	
Aircraft Services CORP 1700 PACIFIC AVENUE SUITE 2900 DALLAS, TX 75201		х		Owner of General Partner	
EFS Regency GP Holdco II, LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927		Х			
Regency LP Acquirer, L.P. 120 LONG RIDGE ROAD STAMFORD, CT 06927		Х			
ASC Hugoton LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927		Х			
Signatures					
/s/ Tyson Yates, Vice	04.00.00				

/s/ Tyson Yates, Vice 01/09/2008 President <u>**</u>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 Class E Units become convertible into common units on a one-for-one basis from and after February 15, 2008, upon satisfaction of(1) the conditions for conversion set forth in the Issuer's Amended and Restated Agreement of Limited Partnership, as amended. The Class E Units have no expiration date.
- (2) The number of Class E Common Units is subject to adjustment pursuant to the terms of the Contribution Agreement pursuant to which ASC Hugoton recieved the Class E Common Units.
- (3) The Class E Common Units were acquired by ASC Hugoton LLC in exchange for limited liability company interests in FrontStreet Hugoton LLC with a value of approximately \$128 million.
- (4) The Class E Common Units reported hereby are owned by ASC Hugoton LLC. ASC Hugoton is wholly owned by Aircraft Services Corporation . The Joint Filers hereunder may be deemed to benefically own the Class E Common Units reported hereby by virtue of their

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membership in a group with the other Joint Filers. The Reporting Persons disclaim benefical ownership of the Class E Common Units except to the extent of their pecuniary interest therein and this report shall not be deemed an admission that the Reporting Persons are beneficial owners of the Reported Securities.

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.