#### Regency Energy Partners LP Form 3/A February 27, 2008 **FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB approval

#### 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 <u>*</u> Aircraft Services CORP			2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol Regency Energy Partners LP [RGNC]					
(Last)	` '	(Middle)	06/18/2007		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)		
120 LONG RIDGE ROAD					(Check all applicable)		06/28/2007			
	(Street)				(Check an applicable)			6. Individual or Joint/Group		
STAMFORD	CT 06	927			DirectorX 10% Owner OfficerX Other (give title below) (specify below) Owner of General Partner		Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table I - N	Non-Derivative Securities Beneficially Owned					
1.Title of Securit (Instr. 4)	у			2. Amount of Beneficially ( (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	o Owno (Instr	ture of Indirec ership . 5)	t Beneficial	
Reminder: Repor owned directly or		e line for ea	ch class of secur	rities benefici	ally SI	EC 1473 (7	-02)			
	informa required	tion conta to respo	oond to the co ined in this fo nd unless the IB control nu	orm are not form displa						
Ta	ble II - Deriv	ative Secur	ities Beneficial	ly Owned (e.	g., puts, calls,	warrants,	options, c	convertible se	curities)	
1. Title of Deriva (Instr. 4)	tive Security	2. Date E Expiratio (Month/Day/		3. Title and Securities U Derivative S (Instr. 4)	Inderlying	or I	nversion Exercise ce of	5. Ownership Form of Derivative	6. Nature of Indirec Beneficial Ownership (Instr. 5)	

Date	Expiration		
Exercisable	Date		Amount or
		Title	Number of
			Shares

3235-0104

January 31,

2005

0.5

Number:

Expires:

response...

Estimated average burden hours per

### Edgar Filing: Regency Energy Partners LP - Form 3/A

Subordinated Units representing limited partner interests	( <u>1)</u>	(5)	Common Units representing limited partner interests	17,763,809 (2)	\$ <u>(3)</u>	I <u>(4)</u>	Through Regency LP Acquirer, L.P. (4)
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### **Reporting Owners**

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

## Signatures

Tyson Yates, Vice President	02/21/2008
**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).

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

(1) 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.

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

- (2) 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. 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.