Regency Energy Partners LP Form 4 January 09, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

2900

(Print or Type Responses)

1. Name and Address of Reporting Person *

Aircraft Services CORP

(Last) (First)

(Middle)

1700 PACIFIC AVENUE, SUITE

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

Regency Energy Partners LP

[RGNC] 3. Date of Earliest Transaction

(Month/Day/Year)

01/07/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Director

Officer (give title

Issuer

Owner of General Partner

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

X__ 10% Owner _X_ Other (specify

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

DALLAS, TX 75201

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities (Month/Day/Year Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class E Common Units (1)	(1)	01/07/2008		J		4,701,034 (2)		<u>(1)</u>	<u>(1)</u>	Common Units	4,701,03

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Ivanie / Address	Director	10% Owner	Officer	Other				
Aircraft Services CORP 1700 PACIFIC AVENUE SUITE 2900 DALLAS, TX 75201		X		Owner of General Partner				
EFS Regency GP Holdco II, LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927		X						
Regency LP Acquirer, L.P. 120 LONG RIDGE ROAD STAMFORD, CT 06927		X						
ASC Hugoton LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927		X						
Signatures								

Signatures

/s/ Tyson Yates, Vice President 01/09/2008

**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 received 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 beneficially own the Class E Common Units reported hereby by virtue of their

Reporting Owners 2

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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.