

WARREN KELCY L  
 Form 4  
 May 02, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARREN KELCY L**

(Last) (First) (Middle)  
 3738 OAK LAWN AVE.  
 (Street)  
 DALLAS, TX 75219

2. Issuer Name and Ticker or Trading Symbol  
**Regency Energy Partners LP [RGP]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/30/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ 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	(D)	Price		
Common Units	04/30/2013		J <sup>(3)</sup>		31,372,419	A	<u>(3)</u> 31,372,419	I	Held by Southern Union Company <sup>(1)</sup>
Class F Common Units	04/30/2013		J <sup>(3)</sup>		6,274,483	A	<u>(3)</u> 6,274,483	I	Held by Southern Union Company <sup>(1)</sup>
Common Units							26,266,791	I	Held by Energy

Transfer  
Equity,  
L.P. (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 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 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...
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN KELCY L 3738 OAK LAWN AVE. DALLAS, TX 75219		X		

## Signatures

Sonia Aube as Attorney-in-Fact for Kelcy L. Warren  
Date: 05/02/2013

\*\*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) Southern Union Company is a wholly owned subsidiary of ETE Holdco Corporation, which is a wholly owned subsidiary of Heritage Holdings, Inc., which is a wholly owned subsidiary of ETP Holdco Corporation, which is a wholly owned subsidiary of Heritage ETC, L.P. Energy Transfer Partners, L.P. owns a 99.999% limited partner interest in Heritage ETC, L.P. and owns 100% of Heritage ETC GP, L.L.C., the general partner of Heritage ETC, L.P. Energy Transfer Partners GP, L.P. is the general partner of Energy Transfer Partners, L.P. and Energy Transfer Partners, L.L.C. is the general partner of Energy Transfer Partners GP, L.P. and both are wholly owned

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subsidiaries of Energy Transfer Equity, L.P. Mr. Warren holds ~80% membership interest in LE GP, LLC the general partner of Energy Transfer Equity, L.P. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

- (2) Mr. Warren holds ~80% membership interest in LE GP, LLC the general partner of Energy Transfer Equity, L.P. Mr. Warren disclaims beneficial ownership of the reported units except to the extent of his pecuniary interest therein.

On April 30, 2013, Southern Union Company contributed 100% interest in Southern Union Gathering Company, LLC and its

- (3) subsidiaries, to Regency Energy Partners LP in exchange for cash, 31,372,419 Regency common units and 6,274,483 Regency class F units.

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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