

Regency Energy Partners LP
 Form 3
 June 20, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HMREP LP | | (Month/Day/Year) | Regency Energy Partners LP [RGNC] | |
| (Last) | (First) | (Middle) | 06/18/2007 | |
| 200 CRESCENT COURT,Â SUITE 1600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS,Â TXÂ 75201 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> 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)

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.

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | | |
|--------------------|-------|-------|--------------|------------|--------|---|---|
| Subordinated Units | Â (1) | Â (1) | Common Units | 16,699,462 | \$ (1) | D | Â |
|--------------------|-------|-------|--------------|------------|--------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HMREP LP 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201 | Â | Â X | Â | Â |
| HMTF Regency, L.L.C. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201 | Â | Â X | Â | Â |
| Hicks, Muse, Tate & Furst Equity Fund V, L.P. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201 | Â | Â X | Â | Â |
| HM5/GP, LLC 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| HMREP LP, By: HMTF Regency, L.L.C., its general partner, By: /s/ David W. Knickel, Vice President | 06/20/2007 |
| _____ **Signature of Reporting Person | Date |
| HMTF REGENCY, L.L.C., By: /s/ David W. Knickel, Vice President | 06/20/2007 |
| _____ **Signature of Reporting Person | Date |
| HICKS, MUSE, TATE & FURST EQUITY FUND V, L.P., By: HM5/GP LLC, its general partner, By: /s/ David W. Knickel, Vice President | 06/20/2007 |
| _____ **Signature of Reporting Person | Date |
| HM5/GP LLC, By: /s/ David W. Knickel, Vice President | 06/20/2007 |
| _____ **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 shall convert into common units on a one-for-one basis after December 31, 2006, upon satisfaction of the conditions for conversion set forth in the Issuer's First Amended and Restated Agreement of Limited Partnership. The conditions are based on the amount of quarterly distributions by the Issuer with respect to its common and subordinated units. The subordinated units have no expiration date.

Edgar Filing: Regency Energy Partners LP - Form 3

^

Remarks:

This Form 3 is filed by each of HMREP LP (HMREP); HMTF Regency, L.L.C. (HMTF GP); Hi

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.