Regency Energy Partners LP
Form 4
March 25, 2009

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Aircraft Services CORP

(Last) (First) (Middle)

800 LONG RIDGE ROAD

(Street)

STAMFORD, CT 06927

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2009

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
__X__ Other (specify below)
Owner of General Partner

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**

| 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 | (A) or (D) | Price | | | |
| Common Units representing limited partner interests | 02/17/2009 | | M(1) | | 17,763,809 | A | (2) | 24,679,577 | I (3) | See Footnote (3) |

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 Amou Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
| Subordinated Units representing limited partner interests | (4) | 02/17/2009 | | M(1) | | 17,763,809 | | (6) | (5) | Common Units representing limited partner interest | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Aircraft Services CORP<br>800 LONG RIDGE ROAD<br>STAMFORD, CT 06927 | | X | | Owner of General Partner |
| EFS Regency GP Holdco II, LLC<br>800 LONG RIDGE ROAD<br>STAMFORD, CT 06927 | | X | | Owner of General Partner |
| Regency LP Acquirer, L.P.<br>800 LONG RIDGE ROAD<br>STAMFORD, CT 06927 | | X | | Owner of General Partner |
| GENERAL ELECTRIC CAPITAL CORP<br>3135 EASTON TURNPIKE<br>FAIRFIELD, CT 06431 | | X | | Owner of General Partner |
| GENERAL ELECTRIC CO<br>3135 EASTON TURNPIKE<br>FAIRFIELD, CT 06431 | | X | | Owner of General Partner |

# Signatures

| | |
|---|---|
| /s/ Tyson Yates, Vice President | 03/23/2009 |
| **Signature of Reporting Person | Date |
| By: Aircraft Services Corporation its Managing Member, /s/ Tyson Yates, Vice President | 03/23/2009 |
| **Signature of Reporting Person | Date |
| By: EFS Regency GP Holdco II, LLC, By: Aircraft Services Corporation its Managing Member, /s/ Tyson Yates, Vice President | 03/23/2009 |

| **Signature of Reporting Person | Date |
|---|---|
| /s/ Mark Mellana | 03/23/2009 |
| **Signature of Reporting Person | Date |
| /s/ J. Alex Urquhart, Vice President, General Electric Company | 03/23/2009 |
| **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)** The transaction described herein is also exempt under Rule 16(b)-6(b) as the conversion of a derivative security, thus Transaction Code C is also applicable.

**(2)** 17,763,809 subordinated units converted into an equal number of common units on February 17, 2009, pursuant to the terms of the Issuer's Amended and Restated Agreement of Limited Partnership, dated as of February 3, 2006, as amended.

**(3)** 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, Aircraft Services Corporation, General Electric Capital Corporation and General Electric Company. The joint filers are jointly filing this Form 4 and information regarding the joint filers other than Aircraft Services Corporation is set forth on Exhibit 99 to this Form 4.

**(4)** One-for-one.

**(5)** None.

**(6)** Immediately.

**(7)** Not applicable.

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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