KELLEY BYRON R

Form 4 April 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLEY BYRON R			2. Issuer Name and Ticker or Trading Symbol Regency Energy Partners LP [RGNC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 2001 BRYAN 3700	1 BRYAN STREET, SUITE		3. Date of Earliest Transaction (Month/Day/Year) 04/02/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, Chief Executive		
(Street) DALLAS, TX 75201			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

` •	· · · · · ·	1 ani	e I - Non-D	erivative	Secur	mes Acqu	uirea, Disposea o	i, or belieficial	ly Owned
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Units (1)	04/02/2009		S	700	D	\$ 12.31	105,600	D	
Common Units (1)	04/02/2009		S	1,708	D	\$ 12.2	103,892	D	
Common Units (1)	04/02/2009		S	842	D	\$ 12.07	103,050	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of			Under	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
KELLEY BYRON R							
2001 BRYAN STREET	X		Chairman, Chief Executive				

SUITE 3700

DALLAS, TX 75201

Signatures

Byron R. Kelley 04/02/2009 **Signature of Date Reporting Person

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).
- On April 1, 2009, 12,500 restricted common units were vested. On April 2, 2009, Mr. Kelley sold 3,250 of these units to satisfy the tax obligation associated with the vesting event.

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.

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