Edgar Filing: Williams Michael L - Form 4

Williams Michael	1 L										
Form 4 February 07, 200	6										
FORM 4									OMB A	PPROVAL	_
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OME Num		3235-0	287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estir burd resp	Expires:January 31, 2005Estimated average burden hours per response0.5				
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> Williams Michael L			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			Regency Energy Partners LP [RGNC]				(Check all applicable)				
(Last) (First) (Middle) 1700 PACIFIC, SUITE 2900			3. Date of Earliest Transaction (Month/Day/Year) 02/03/2006			Director 10% Owner X Officer (give title Other (specify below) Executive Vice President/COO					
(Street)			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 					
DALLAS, TX 75	5201						Person	More that	n One R	eporting	
(City) ((State)	(Zip)	Tab	le I - Non-l	Derivati	ve Securities	Acquired, Disposed	of, or Be	neficia	lly Owned	
	ansaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr. 2	ed (A) or ed of (D) 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owne Form: D (D) or Ir (I) (Instr. 4)	irect direct	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	for each cla	ass of sect	urities bene	Per info req disp	sons who re rmation co uired to res	y or indirectly. espond to the colle ntained in this forr pond unless the fo ently valid OMB co	n are no orm		SEC 1474 (9-02)	

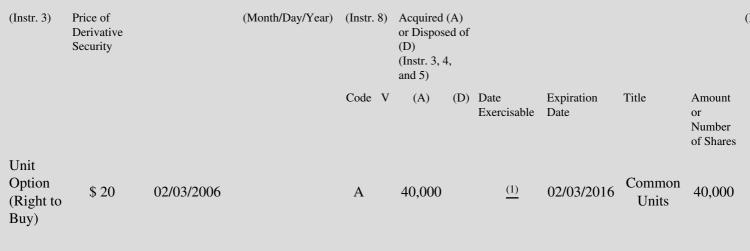
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	ł

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Williams Michael L 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201			Executive Vice P	resident/COO			
Signatures							
/s/ William E. Joor III, Attorne	у	02/07/2	2006				

Date

<u>**</u>Signature of 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).

(1) The option becomes exercisable in three equal installment on February 3, 2007, 2008, and 2009.

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.