### Edgar Filing: Regency Energy Partners LP - Form 4/A

Regency Ene Form 4/A March 23, 20	ergy Partners LP								
FORM	Л						PPROVAL		
Check th	Washington, D.C. 20549					OMB Number:	3235-0287 January 31,		
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed pursuant sinue. Section 17(a) of	<ul> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,</li> <li>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section</li> </ul>							
(Print or Type I	Responses)								
				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 3. Date of			of Earliest Transaction /Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amer Filed(Mon 02/07/20 DALLAS, TX 75201			Date Original ar)		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
(City)	(State) (Zip)				Person				
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any		Deemed 3. cution Date, if Transac Code	TransactionAcquired (A) or		5. Amount of 6 Securities F Beneficially (1 Owned In Following (1 Reported Transaction(s)	5. Ownership 7. Nat Form: Direct Indirect [D] or Benef: Indirect (I) Owner	7. Nature of Indirect Beneficial		
Common Units	02/03/2006	Code A	V Amount 5,000	(D) Price A $\begin{pmatrix} 1 \\ 1 \end{pmatrix}$	(Instr. 3 and 4) 5,000	D			
Common Units	02/03/2006	Р	5,000	A \$20	10,000	D			

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.

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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 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. Transact Code (Instr. 8)	5. Number ion of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration E (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Unit Option (Right to Buy)	\$ 20	02/03/2006		A	5,000	<u>(2)</u>	02/03/2016	Common Units	5,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
WINTERS JOHN OTIS 1700 PACIFIC SUITE 2900 DALLAS, TX 75201	Х						
Signatures							
/s/ William E. Joor III, Attorney-in-Fact	03/23/2006						
**Signature of Reporting Person		Date					
Explanation of Doononooou							

## **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 units were awarded pursuant to the Issuer's Long-Term Investment Plan as restricted units and vest in three equal installment on February 3, 2007, 2008, 2009.
- (2) The option becomes exercisable in three equal installment on February 3, 2007, 2008, and 2009.

#### **Remarks:**

This Form 4/A is being transmitted to report the acquisition of 5,000 common units, which were not reported on the original F through the Issuer's directed unit program in connection with its initial public offering.

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.