Regency Energy Partners LP Form 4 July 24, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

Common

Units

07/20/2006

(Print or Type Responses)

1. Name and A Hunt James	Symbo Reger	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) 1700 PACII	(Last) (First) (Middle) 3. Date of (Month/Date of O7/20/20			ransaction			_X_ Director _X_ Officer (gibelow)		6 Owner er (specify
DALLAS, T	(Street) 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) Ta	ble I - Non-I	Derivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code	on(A) or Di (D) (Instr. 3,	sposed	l of	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)
Common Units	07/20/2006		S	73,993	D	\$ 0	0	I	by J and S Hunt Holdings Inc.

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

S

73,993 A

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D

\$0 73,993

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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. Transaction Code (Instr. 8)	Acquired (A Disposed of	vative Securities Expiration Date uired (A) or (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)		
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Subordinated Units	<u>(1)</u>	07/20/2006		S		840,678	<u>(1)</u>	<u>(1)</u>	Common Units	8
Subordinated Units	<u>(1)</u>	07/20/2006		S	840,078		<u>(1)</u>	<u>(1)</u>	Common Units	8

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
•	Director	10% Owner	Officer	Other		
Hunt James W						
1700 PACIFIC	v		Chairman/Board Drog & CEO			
CLUTTE ACCO	X		Chairman/ Board, Pres. & CEO			

SUITE 2900 DALLAS, TX 75201

Signatures

William E. Joor, III, Attorney-in-Fact

**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).

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.

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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