Regency Energy Partners LP
Form 3
October 05, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â HMTF Gas Partners II, L.P.

(Last) (First) (Middle)

200 CRESCENT COURT,Â SUITE 1600

(Street)

DALLAS,Â TXÂ 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/17/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

(Instr. 5)

Class B Common Units	Â (1)	Â (1)	Common Units	5,173,189	$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HMTF Gas Partners II, L.P. 200 CRESCENT COURT SUITE 1600 DALLAS,Â TXÂ 75201	Â	Â X	Â	Â
HMTF GP II, L.L.C. 200 CRESCENT COURT SUITE 1600 DALLAS,Â TXÂ 75201	Â	Â X	Â	Â
HMTF GP, L.L.C. 200 CRESCENT COURT SUITE 1600 DALLAS,Â TXÂ 75201	Â	Â X	Â	Â

Signatures

HMTF Gas Partners II, L.P., By: HMTF GP II, L.L.C., its general partner, By: /s/ Jason H. Downie, Vice President	10/05/2006
**Signature of Reporting Person	Date
HMTF GP II, L.L.C., By: /s/ Jason H. Downie, Vice President	10/05/2006
**Signature of Reporting Person	Date
HMTF GP, L.L.C., By: /s/ Jason H. Downie, Vice President	10/05/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Class B Common Units were acquired on August 15, 2006, and are convertible into Common Units at the option of the holder on a one-for-one basis from and after February 15, 2007. Therefore, the date of acquisition, and date of earliest transaction reported, for purposes of Section 16, will be December 17, 2006, the sixtieth day before the February 15, 2007 date on which the Class B Common Units will become convertible into Common Units. The Class B Common Units have no expiration date.

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Remarks:

ThisÂ FormÂ 3Â isÂ filedÂ byÂ eachÂ ofÂ HMTFÂ GasÂ PartnersÂ II,Â L.P.Â ("GasÂ PartnersÂ II"),Â HMTFÂ GPÂ II, andÂ HMTFÂ GP,Â LLCÂ ("HMTFÂ GP").Â Â HMTFÂ GPÂ isÂ theÂ soleÂ memberÂ ofÂ HMTFÂ GPÂ II,Â whichÂ is whichÂ directlyÂ ownsÂ theÂ ClassÂ BÂ CommonÂ UnitsÂ reportedÂ herein.Â Â TheÂ ClassÂ BÂ CommonÂ UnitsÂ we convertibleÂ intoÂ CommonÂ UnitsÂ atÂ theÂ optionÂ ofÂ theÂ holderÂ onÂ aÂ one-for-oneÂ basisÂ fromÂ andÂ afterÂ ofÂ acquisition,Â andÂ dateÂ ofÂ earliestÂ transactionÂ reported,Â forÂ purposesÂ ofÂ SectionÂ 16,Â willÂ beÂ Decembe beforeÂ theÂ FebruaryÂ 15,Â 2007Â dateÂ onÂ whichÂ theÂ ClassÂ BÂ CommonÂ UnitsÂ willÂ becomeÂ convertibleÂ i otherÂ thanÂ GasÂ PartnersÂ II,Â disclaimsÂ beneficialÂ ownershipÂ ofÂ theseÂ securitiesÂ (exceptÂ toÂ theÂ extentÂ o

indirectÂ pecuniaryÂ interestÂ inÂ suchÂ securitiesÂ describedÂ above),Â andÂ thisÂ reportÂ shallÂ notÂ beÂ deemedÂ a personÂ isÂ theÂ beneficialÂ ownerÂ ofÂ suchÂ securitiesÂ forÂ purposesÂ ofÂ SectionÂ 16Â orÂ anyÂ otherÂ purpose.

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.