

Regency Energy Partners LP
 Form 4
 September 18, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 HM TXRG LP

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) (First) (Middle)
 200 CRESCENT COURT, SUITE 1600,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/16/2008

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

DALLAS, TX 75201

4. 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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	09/16/2008		S ⁽¹⁾	V Amount 7,100,000 (D) Price \$ 20.21	0	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)

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HM TXRG LP 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
HMTF GP, L.L.C. 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
Hicks, Muse, Tate & Furst Equity Fund V, L.P. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		X		
HM5/GP, LLC 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201		X		

Signatures

HM TXRG LP, By: HMTF GP, L.L.C., its general partner, By: /s/ David W. Knickel, Vice President	09/18/2008
**Signature of Reporting Person	Date
HMTF GP, L.L.C., By: Hicks, Muse, Tate & Furst Equity Fund V, L.P., its sole member, By: David W. Knickel, Vice President	09/18/2008
**Signature of Reporting Person	Date
Hicks, Muse, Tate & Furst Equity Fund V, L.P., By: HM5/GP LLC, its general partner, By: /s/ David W. Knickel, Vice President	09/18/2008
**Signature of Reporting Person	Date
HM5/GP LLC, By: /s/ David W. Knickel, Vice President	09/18/2008

__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).
- (1) A disposition of Common Units was made by HM TXRG LP pursuant to a secondary offering on September 16, 2008.

Remarks:

This Form 4 is filed by each of HM TXRG LP (HMTXRG); HMTF GP, L.L.C. (HMTF GP); Hicks, Muse, Tate & Furst Equi

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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