

Regency Energy Partners LP  
 Form 4  
 December 09, 2010

**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 \*  
 Aircraft Services CORP

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/02/2010

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

800 LONG RIDGE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

STAMFORD, CT 06927

(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 representing limited partner interests | 12/02/2010                           |  | S                              | V   | \$ 5,160,561  | D  | See Footnote (2)                                      |
|   |                                      |  |                                |   | (A) or (D) Price  |  |   |
|   |                                      |  |                                |   | \$ 24.22  |  |   |
|   |                                      |  |                                |   | (1)   |  |   |
|   |                                      |  |                                |   | 15,277,106  | I (2)  |   |

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

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SEC 1474 (9-02)

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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) | 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| Aircraft Services CORP<br>800 LONG RIDGE ROAD<br>STAMFORD, CT 06927          |               | X         |         |       |
| EFS Regency GP Holdco II, LLC<br>800 LONG RIDGE ROAD<br>STAMFORD, CT 06927   |               | X         |         |       |
| Regency LP Acquirer, L.P.<br>800 LONG RIDGE ROAD<br>STAMFORD, CT 06927       |               | X         |         |       |
| GENERAL ELECTRIC CAPITAL CORP<br>3135 EASTON TURNPIKE<br>FAIRFIELD, CT 06431 |               | X         |         |       |
| GENERAL ELECTRIC CO<br>3135 EASTON TURNPIKE<br>FAIRFIELD, CT 06431           |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Tyson Yates, Vice President  | 12/09/2010 |
| __Signature of Reporting Person  | Date       |
| By: Aircraft Services Corporation, its Managing Member, /s/ Tyson Yates, Vice President                                    | 12/09/2010 |
| __Signature of Reporting Person  | Date       |
| By: EFS Regency GP Holdco II, LLC, By: Aircraft Services Corporation, its Managing Member, /s/ Tyson Yates, Vice President | 12/09/2010 |
| __Signature of Reporting Person  | Date       |

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/s/ J. Alex Urquhart, Authorized Signatory, General Electric Capital Corporation

12/09/2010

\_\_Signature of Reporting Person

Date

/s/ J. Alex Urquhart, Vice President, General Electric Company

12/09/2010

\_\_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) The Reporting Persons are the beneficial owners of 15,277,106 Common Units following the closing on December 2, 2010 of the sale by LP Holdings to ZLP Fund, L.P. ("ZLP Fund"), ZLP Master Opportunity Fund, Ltd. ("ZLP Master Opportunity Fund"), ZLP Master Utility Fund, Ltd. ("ZLP Master Utility Fund," and together with ZLP Fund and ZLP Master Opportunity Fund, the "Zimmer Purchasers"), pursuant to the exercise by the Zimmer Purchasers of their right of first offer under the Common Unit Purchase Agreement (the "Common Unit Purchase Agreement"), dated as of October 22, 2010, by and among LP Holdings, the Zimmer Purchasers and Credit Suisse Management LLC, of 5,160,561 Common Units for \$125,002,204.90.

(2) These securities are owned by LP Holdings, which is a member of a "group" for purposes of Section 13(d) of the Exchange Act including LP Holdings, EFS Regency GP Holdco II, LLC, Aircraft Services Corporation, General Electric Capital Corporation and General Electric Company. The joint filers are jointly filing this Form 4 and information regarding the joint filers other than Aircraft Services Corporation is set forth on Exhibit 99 to this Form 4.

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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