

Regency Energy Partners LP
 Form 4
 October 28, 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)
 10/25/2010

____ 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units representing limited partner interests | 10/25/2010 | | S | | 4,241,890 | D | \$ 23.57 <u>(1)</u> |
| | | | | | 20,437,667 | I <u>(2)</u> | See Footnote <u>(2)</u> |

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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Aircraft Services CORP 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| EFS Regency GP Holdco II, LLC 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| Regency LP Acquirer, L.P. 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| GENERAL ELECTRIC CAPITAL CORP 800 LONG RIDGE ROAD FAIRFIELD, CT 06431 | | X | | |
| GENERAL ELECTRIC CO 800 LONG RIDGE ROAD FAIRFIELD, CT 06431 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Tyson Yates, Vice President | 10/27/2010 |
| __Signature of Reporting Person | Date |
| By: Aircraft Services Corporation, its Managing Member, /s/ Tyson Yates, Vice President | 10/27/2010 |
| __Signature of Reporting Person | Date |
| By: EFS Regency GP Holdco II, LLC, By: Aircraft Services Corporation, its Managing Member, /s/ Tyson Yates, Vice President | 10/27/2010 |
| __Signature of Reporting Person | Date |

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

10/27/2010

__Signature of Reporting Person

Date

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

10/27/2010

__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).

The Reporting Persons are the beneficial owners of 20,437,667 Common Units following the closing of the Common Unit Purchase Agreement, dated October 22, 2010, by and among Regency LP Acquirer, L.P. ("LP Holdings"), ZLP Fund, L.P. ("ZLP Fund"), ZLP

(1) Master Opportunity Fund, Ltd. ("ZLP Master Opportunity Fund"), ZLP Master Utility Fund, Ltd. ("ZLP Master Utility Fund") and Credit Suisse Management LLC (together with ZLP Fund, ZLP Master Opportunity Fund and ZLP Master Utility Fund, the "Purchasers"), pursuant to which LP Holdings sold 4,241,890 Common Units to the Purchasers for \$100,000,001.62.

(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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