

Rozzell Christofer David  
Form 3  
June 15, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## 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 \*

^ Rozzell Christofer David

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/07/2010

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

4. Relationship of Reporting Person(s) to Issuer

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

2001 BRYAN  
STREET,^ SUITE 3700

(Street)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other

(give title below) (specify below)

EVP, Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

\_\_\_\_ Form filed by More than One Reporting Person

DALLAS,^ TX^ 75201

(City) (State) (Zip)

### 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)

Common Units

31,693

D ^

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

SEC 1473 (7-02)

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### 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)  
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

## Edgar Filing: Rozzell Christofer David - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Phantom Units with DER	Â (1)	Â (2)	Common Units	4,000	\$ 20.65	D	Â
Unit Options	06/27/2007	02/03/2016	Common Units	5,000	\$ 20	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rozzell Christofer David 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201	Â	Â	Â EVP, Chief Commercial Officer	Â

## Signatures

/s/ Christofer  
Rozzell

06/15/2010

\*\*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).

Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP (the "Partnership") and is accompanied by a Distribution Equivalent Right, entitling the holder to an amount equal to any cash

(1) distributions paid on each of the Partnership's common units. One third of the total granted Phantom Units will vest on March 15 of 2011, 2012 and 2013. The Phantom Units become fully vested upon the termination of the reporting person without cause or for good reason upon or within 12 months following the occurrence of a change in control of the Partnership.

(2) Not applicable.

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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