Regency Energy Partners LP
Form 3
March 13, 2008

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 Ming Shannon A.
(Last) (First) (Middle)

1700 PACIFIC AVENUE,Â SUITE 2900
(Street)

DALLAS,Â TXÂ 75201
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/21/2008

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 _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
VP, Investor Relations & Comm.

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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)
Common Units	23,500 (1)	D	Â

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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Unit Options	04/07/2007	04/07/2016	Common Units	3,333	$ 21.6	D	Â
Unit Options	06/19/2007	04/07/2016	Common Units	6,667	$ 21.6	D	Â
Subordinated Units (2)	Â (2)	Â (2)	Common Units	4,166	$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ming Shannon A. 1700 PACIFIC AVENUE SUITE 2900 DALLAS,Â TXÂ 75201	Â	Â	Â VP, Investor Relations & Comm.	Â

Signatures

Shannon A. Ming	03/13/2008
**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) 14,000 of the units were awarded pursuant to the Issuer's Long-Term Incentive Plan as restricted common units and are scheduled to vest in four equal annual installments begining on June 26, 2008.

(2) The subordinated units shall convert into common units on a one-for-one basis after December 31, 2006, upon satisfaction of the conditions for conversion set forth in the Issuer's First Amended and Restated Agreement of Limited Partnership, as amended. The conditions are based on the amount of quarterly distributions by the Issuer with respect to its common and subordinated units. As of date, the conditions for conversion have not been satisfied. The subordinated units have no expiration date.

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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