

Regency Energy Partners LP  
 Form 4/A  
 March 23, 2006

**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 \*  
**WINTERS JOHN OTIS**

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)  
**1700 PACIFIC, SUITE 2900**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/03/2006**

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

**DALLAS, TX 75201**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/07/2006**

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	02/03/2006		A		5,000	A	\$ 0 (1)
Common Units	02/03/2006		P		5,000	A	\$ 20 10,000

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

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 (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. Title and Amount of Derivative Securities (Instr. 3 and 4)
Unit Option (Right to Buy)	\$ 20	02/03/2006		A	5,000	(2) 02/03/2016	Common Units	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINTERS JOHN OTIS 1700 PACIFIC SUITE 2900 DALLAS, TX 75201	X			

## Signatures

/s/ William E. Joor III,  
Attorney-in-Fact

03/23/2006

\_\_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 units were awarded pursuant to the Issuer's Long-Term Investment Plan as restricted units and vest in three equal installment on February 3, 2007, 2008, 2009.

(2) The option becomes exercisable in three equal installment on February 3, 2007, 2008, and 2009.

### Remarks:

This Form 4/A is being transmitted to report the acquisition of 5,000 common units, which were not reported on the original Form 4/A through the Issuer's directed unit program in connection with its initial public offering.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.