

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Energy Transfer Equity, L.P.</u> (Last) (First) (Middle) 3738 OAK LAWN AVE. (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Regency Energy Partners LP [RGP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	07/01/2014		J ⁽¹⁾		16,491,717	A	(1)	30,890,565	I	Held by ETE Common Holdings, LLC ⁽¹⁾
Common Units								26,266,791	D	
Common Units								31,372,419	I	Held by Panhandle Eastern Pipeline Company, LP ⁽²⁾
Class F Units								6,274,483	I	Held by Panhandle Eastern Pipeline Company, LP ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Energy Transfer Equity, L.P.</u> (Last) (First) (Middle) 3738 OAK LAWN AVE. (Street) DALLAS TX 75219 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>LE GP LLC</u>
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(Last) (First) (Middle)

3738 OAK LAWN AVE.

(Street)
DALLAS TX 75219

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to a Common Unit Purchase Agreement dated as of July 1, 2014, between ETE Common Holdings, LLC ("ETE Common Holdings") and Regency Energy Partners LP ("Regency"), ETE Common Holdings purchased from Regency 16,491,717 common units representing limited partner interests in Regency for an aggregate purchase price of \$400,000,000. ETE Common Holdings is a wholly owned subsidiary of Energy Transfer Equity, L.P. ("ETE"). ETE owns all of the membership interests in ETE Common Holdings Member, LLC ("ETE CH Member"). ETE owns a 99.8% interest in ETE Common Holdings and ETE CH Member owns a 0.2% interest in ETE Common Holdings.

2. Panhandle Eastern Pipeline Company, LP is a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP"). Energy Transfer Partners GP, L.P. is the general partner of ETP and Energy Transfer Partners, L.L.C. is the general partner of Energy Transfer Partners GP, L.P. and both are wholly owned subsidiaries of ETE. ETE disclaims beneficial ownership of the reported units except to the extent of its pecuniary interest therein.

Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC the general partner of Energy Transfer Equity, L.P. 07/01/2014

Sonia Aube as Attorney-in-Fact for John W. McReynolds on behalf of LE GP, LLC 07/01/2014

** Signature of Reporting Person Date

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

* 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).

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

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