

Regency Energy Partners LP
 Form 3
 October 05, 2006

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
HMTF Gas Partners II, L.P.		(Month/Day/Year)	Regency Energy Partners LP [RGNC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/17/2006		
200 CRESCENT COURT, SUITE 1600			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
DALLAS, TX 75201			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Class B Common Units	Â (1)	Â (1)	Common Units	5,173,189	\$ (1)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HMTF Gas Partners II, L.P. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	Â	Â X	Â	Â
HMTF GP II, L.L.C. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	Â	Â X	Â	Â
HMTF GP, L.L.C. 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	Â	Â X	Â	Â

Signatures

HMTF Gas Partners II, L.P., By: HMTF GP II, L.L.C., its general partner, By: /s/ Jason H. Downie, Vice President	10/05/2006
__Signature of Reporting Person	Date
HMTF GP II, L.L.C., By: /s/ Jason H. Downie, Vice President	10/05/2006
__Signature of Reporting Person	Date
HMTF GP, L.L.C., By: /s/ Jason H. Downie, Vice President	10/05/2006
__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) The Class B Common Units were acquired on August 15, 2006, and are convertible into Common Units at the option of the holder on a one-for-one basis from and after February 15, 2007. Therefore, the date of acquisition, and date of earliest transaction reported, for purposes of Section 16, will be December 17, 2006, the sixtieth day before the February 15, 2007 date on which the Class B Common Units will become convertible into Common Units. The Class B Common Units have no expiration date.

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Remarks:

This Form 3 is filed by each of HMTF Gas Partners II, L.P. ("Gas Partners II"), HMTF GP II, and HMTF GP, LLC ("HMTF GP"). HMTF GP is the sole member of HMTF GP II, which directly owns the Class B Common Units reported herein. The Class B Common Units are convertible into Common Units at the option of the holder on a one-for-one basis from and after the date of acquisition, and date of earliest transaction reported, for purposes of Section 16, will be December 17, 2006, the sixtieth day before the February 15, 2007 date on which the Class B Common Units will become convertible into Common Units. HMTF GP, LLC disclaims beneficial ownership of these securities (except to the extent of its ownership).

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indirect pecuniary interest in such securities described above), and this report shall not be deemed a person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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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