

LE GP LLC
Form 3
May 02, 2013

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 | |
| Energy Transfer Partners, L.P. | | (Month/Day/Year) | Regency Energy Partners LP [RGP] | |
| (Last) | (First) | (Middle) | 04/30/2013 | |
| 3738 OAK LAWN AVE. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS, TX 78219 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 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) |
|---------------------------------|---|--|---|
| Common Units | 31,372,419 | I | Held by Southern Union Company ⁽¹⁾ |
| Class F Common Units | 6,274,483 | I | Held by Southern Union Company ⁽¹⁾ |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
| | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 78219 | ^ | ^ X | ^ | ^ |
| Heritage ETC, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | ^ | ^ X | ^ | ^ |
| Heritage ETC GP, L.L.C. 3738 OAK LAWN AVE. DALLAS, TX 75219 | ^ | ^ X | ^ | ^ |
| Energy Transfer Partners GP, L.P. 8801 S. YALE AVE., SUITE 310 TULSA, OK 74137 | ^ | ^ X | ^ | ^ |
| Energy Transfer Partners, L.L.C. 3738 OAK LAWN AVE. DALLAS, TX 75219 | ^ | ^ X | ^ | ^ |
| Energy Transfer Equity, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219 | ^ | ^ X | ^ | ^ |
| LE GP LLC 3738 OAK LAWN AVE. DALLAS, TX 75219 | ^ | ^ X | ^ | ^ |
| WARREN KELCY L 3738 OAK LAWN AVE. DALLAS, TX 75219 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| William J. Healy as Attorney-in-Fact for Martin Salinas, Jr. on behalf of Heritage ETC, L.P., Heritage ETC GP, L.L.C., Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P., and Energy Transfer Partners, L.L.C. | 05/02/2013 |
| **Signature of Reporting Person | Date |
| Sonia Aube as Attorney-in-Fact on behalf of LE GP, LLC and Energy Transfer Equity, L.P. | 05/02/2013 |
| **Signature of Reporting Person | Date |
| Sonia Aube as Attorney-in-Fact for Kelcy L. Warren | 05/02/2013 |
| **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).

Southern Union Company is a wholly owned subsidiary of ETE Holdco Corporation, which is a wholly owned subsidiary of Heritage Holdings, Inc., which is a wholly owned subsidiary of ETP Holdco Corporation, which is a wholly owned subsidiary of Heritage ETC, L.P. Energy Transfer Partners, L.P. owns a 99.999% limited partner interest in Heritage ETC, L.P. and owns 100% of Heritage ETC GP, L.L.C., the general partner of Heritage ETC, L.P. Energy Transfer Partners GP, L.P. is the general partner of Energy Transfer Partners, L.P. 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 Energy Transfer Equity, L.P. Kelcy L. Warren holds ~80% membership interest in LE GP, LLC the general partner of Energy Transfer Equity, L.P.

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.