

Regency Energy Partners LP
 Form 4
 December 09, 2014

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 *
 Holotik Jim

(Last) (First) (Middle)
 2001 BRYAN STREET, SUITE 3700
 (Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Regency Energy Partners LP [RGP]

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP Chief Commercial Officer

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)
Common Units				(A) or (D)	Price		
Common Units						I	Note 4 ⁽⁴⁾
Common Units						I	Note 5 ⁽⁵⁾
Common Units						I	Note 6 ⁽⁶⁾
Common Units						I	Note 7 ⁽⁷⁾
Common Units ⁽¹⁾	12/05/2014		M	9,200	A ⁽³⁾	26,104	D

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Common Units 12/05/2014 F 2,517 D \$ 27.12 23,587 D

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

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(9-02)

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. Amount or Number of Shares
Phantom Units with DER ⁽²⁾	<u>(3)</u>	12/05/2014		M	4,700	12/05/2014 12/05/2014	Common Units ⁽³⁾	4,700
Phantom Units with DER ⁽⁸⁾	<u>(3)</u>	12/05/2014		M	4,500	12/05/2014 12/05/2014	Common Units ⁽³⁾	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holotik Jim 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201			EVP Chief Commercial Officer	

Signatures

/s/ A. Troy Sturrock, as power of attorney 12/09/2014

**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 holder settled 100 percent of his vested phantom units for Regency Energy Partners LP common units on the date of vesting.
- (2) 23,500 service condition phantom units were granted on December 17, 2010. This transaction represents the vesting of one fifth of these phantom units.
- (3) Each phantom unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP.
- (4) By Self as Trustee for the MerryAnn Morgan Holotik Trust.
- (5) By Self as Trustee for The Jimmie Samantha Holotik Trust.
- (6) By Self as the Trustee for The Jessica Whitney Holotik Trust.
- (7) By Self as Trustee for The Jacquelyn Nicole Holotik Trust.
- (8) 22,500 service condition phantom units were granted on December 21, 2011. This transaction represents the vesting of one fifth of these phantom units.

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.