

HARKEY JOHN D JR

Form 4

March 11, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARKEY JOHN D JR

(Last) (First) (Middle)

12200 STEMMONS FRWY. SUITE
100

(Street)

DALLAS, TX 75234

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Regency Energy Partners LP [RGP]

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

03/08/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units ⁽⁶⁾	03/08/2013		M		1,158	A	<u>11</u> 6,191

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Phantom Units with DER	<u>(1)</u>	03/08/2013		A		5,788	<u>(3)</u> <u>(4)</u>	Common Units 5,788
Phantom Units with DER	<u>(1)</u>	03/08/2013		A		4,134	<u>(2)</u> <u>(4)</u>	Common Units 4,134
Phantom Units with DER <u>(5)</u>	<u>(1)</u>	03/08/2013		M		1,158	03/08/2013 03/08/2013	Common Units <u>(1)</u> 1,158

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARKEY JOHN D JR 12200 STEMMONS FRWY. SUITE 100 DALLAS, TX 75234	X

Signatures

/s/ Thomas E.
Long
03/11/2013
Date
**Signature of
Reporting Person

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).
- Each phantom unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP (the "Partnership") and is accompanied by a distribution equivalent right, entitling the holder to an amount equal to any cash distributions paid on each of the Partnership's common units.
- (1) 60% of the total granted phantom units will cliff vest on March 8, 2016, and 40% of the total granted phantom units will cliff vest on March 8, 2018.
 - (2) One fifth of the total granted phantom units will vest on March 8, 2013, 2014, 2015, 2016 and 2017.

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- (4) Not applicable.
- (5) 5,788 service condition phantom units were granted on March 8, 2013. This transaction represents the vesting of one fifth of these phantom units.
- (6) The holder settled 100 percent of his phantom units for RGP common units on the date of vesting.

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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