

Regency Energy Partners LP
 Form 4
 May 04, 2015

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)
 04/30/2015

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units <u>(1)</u>	04/30/2015		M		4,700	A	<u>(2)</u> 28,287
Common Units	04/30/2015		F <u>(3)</u>		1,286	D	\$ <u>(4)</u> 22.35 27,001
Common Units <u>(5)</u>	04/30/2015		D		27,001	D	<u>(5)</u> 0
Common Units <u>(5)</u>	04/30/2015		D		311	D	<u>(5)</u> 0
	04/30/2015		D		248	D	<u>(5)</u> 0

See Footnote (8)

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Common Units <u>(5)</u>								See Footnote <u>(9)</u>	
Common Units <u>(5)</u>	04/30/2015		D	248	D	<u>(5)</u>	0	I	See Footnote <u>(10)</u>
Common Units <u>(5)</u>	04/30/2015		D	122	D	<u>(5)</u>	0	I	See Footnote <u>(11)</u>

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. Pr Deri Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units with DER <u>(1)</u> <u>(2)</u>	<u>(1)</u>	04/30/2015		M	4,700	<u>(1)</u>	<u>(6)</u>	Common Units	4,700
Phantom Units with DER <u>(7)</u>	<u>(7)</u>	04/30/2015		D	9,000	<u>(7)</u>	<u>(6)</u>	Common Units	9,000
Phantom Units with DER <u>(7)</u>	<u>(7)</u>	04/30/2015		D	22,500	<u>(7)</u>	<u>(6)</u>	Common Units	22,500
Phantom Units with DER <u>(7)</u>	<u>(7)</u>	04/30/2015		D	24,773	<u>(7)</u>	<u>(6)</u>	Common Units	24,773

Phantom
Units with
DER (7)

(7) 04/30/2015 D 20,760 (7) (6) Common
Units 20,760

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 05/04/2015

 **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) Immediately prior to the merger of a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP") with and into Regency Energy Partners LP ("RGP") effective on April 30, 2015 (the "Merger"), 4,700 of the reporting person's Phantom Units vested in full in accordance with the reporting person's December 17, 2010 Phantom Unit award, and an equal number of RGP common units were deemed issued in settlement thereof.
 - (2) Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest in RGP.
 - (3) Common Units withheld to cover taxes payable upon vesting of Phantom Units reported in Table II.
 - (4) Closing price for the Issuer's common units on April 28, 2015, the date used to calculate awards.

Disposition in connection with the Merger. On April 29, 2015, the last trading day for the RGP common units, the closing price of the RGP common units was \$23.47 per unit and the closing price of ETP's common units was \$55.30 per unit. Each RGP common unit outstanding, and each common unit deemed issued and outstanding pursuant to the reported vestings was converted into the right to receive 0.4124 ETP common units (the "Merger Consideration").
 - (6) Not applicable.

Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest in RGP. Pursuant to the Merger, each of the reporting person's Phantom Unit awards granted on December 21, 2011, December 17, 2012, January 3, 2014 and December 19, 2014 was converted into the right to receive an award of phantom units relating to ETP common units based on the Merger Consideration.
 - (8) By self as Trustee for the MerryAnn Morgan Holotik Trust.
 - (9) By self as Trustee for the Jimmie Samantha Holotik Trust.
 - (10) By self as Trustee for the Jessica Whitney Holotik Trust.
 - (11) By self as Trustee for the Jacquelyn Nicole Holotik Trust.

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.