Regency Energy Partners LP Form 4 May 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Regency Energy Partners LP [RGP]

3. Date of Earliest Transaction

Symbol

1(b).

Holotik Jim

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

			h/Day/Year) D/2015				Director 10% Owner Specify below)			
	(Street) 4. If Ame Filed(Mon						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 75201							Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned	
1.Title of Security (Instr. 3)	an	xecution Date, if	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Units (1)	04/30/2015		M	4,700	A	<u>(2)</u>	28,287	D		
Common Units	04/30/2015		F(3)	1,286	D	\$ 22.35 (4)	27,001	D		
Common Units (5)	04/30/2015		D	27,001	D	<u>(5)</u>	0	D		
Common Units (5)	04/30/2015		D	311	D	<u>(5)</u>	0	I	See Footnote (8)	
	04/30/2015		D	248	D	<u>(5)</u>	0	I		

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

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

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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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units with DER (1) (2)	<u>(1)</u>	04/30/2015		M	4,700	<u>(1)</u>	<u>(6)</u>	Common Units	4,700	
Phantom Units with DER (7)	<u>(7)</u>	04/30/2015		D	9,000	<u>(7)</u>	<u>(6)</u>	Common Units	9,000	
Phantom Units with DER (7)	<u>(7)</u>	04/30/2015		D	22,500	<u>(7)</u>	<u>(6)</u>	Common Units	22,500	
Phantom Units with DER (7)	<u>(7)</u>	04/30/2015		D	24,773	<u>(7)</u>	<u>(6)</u>	Common Units	24,773	

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Phantom

DER (7)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Holotik Jim

2001 BRYAN STREET, SUITE 3700 EVP Chief Commercial Officer DALLAS, TX 75201

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).

Immediately prior to the merger of a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP") with and into Regency Energy

- (1) 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.

(5)

Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest in RGP. Pursuant to the

- (7) 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.

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