Holotik Jim Form 3 April 28, 2011

FORM 3

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

OMB APPROVAL OMB

3235-0104 Number:

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Holotik Jim

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/20/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Regency Energy Partners LP [RGNC]

2001 BRYAN

STREET, Â SUITE 3700

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP Chief Commercial Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

DALLAS, TXÂ 75201

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership

Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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 (Instr. 4)

Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

Edgar Filing: Holotik Jim - Form 3

(Instr. 5)

Phantom Units with DER $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(2)}{=} \frac{Common}{Units} 23,500 \$ \stackrel{(2)}{=} D \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Holotik Jim

2001 BRYAN STREET \hat{A} \hat{A} \hat{A} EVP Chief Commercial Officer \hat{A}

Signatures

DALLAS, TXÂ 75201

/s/ Paul M. Jolas, Attorney-in-Fact 04/28/2011

**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).

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. One fifth of the total granted phantom units will vest on December 5, 2011, 2012, 2013, 2014 and 2015.

(2) Not applicable.

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.

Reporting Owners 2