

Holotik Jim
Form 4
December 07, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

12/05/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

EVP Chief Commercial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)			
			Code	V	Amount		Price
Common Units					250	I	Note 4 ⁽⁴⁾
Common Units					200	I	Note 5 ⁽⁵⁾
Common Units					200	I	Note 6 ⁽⁶⁾
Common Units					100	I	Note 7 ⁽⁷⁾
Common Units ⁽¹⁾	12/05/2012		M	9,200	A	⁽³⁾	12,656
						D	

Edgar Filing: Holotik Jim - Form 4

Common Units 12/05/2012 F 2,435 D \$ 21.34 10,221 D

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 displays a currently valid OMB control number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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>	12/05/2012		M	4,700	12/05/2012 12/05/2012	Common Units ⁽³⁾	4,700
Phantom Units with DER ⁽⁸⁾	<u>(3)</u>	12/05/2012		M	4,500	12/05/2012 12/05/2012	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/ Jim Holotik 12/07/2012
 **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 phantom units for RGP 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 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.