Regency Energy Partners LP Form 4 December 09, 2014

### FORM 4

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

**OMB APPROVAL OMB** 

Number: Expires:

3235-0287 January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sturrock Troy			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
	Regency Energy Partners LP [RGP]					(Check all applicable)						
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction									
2001 BRYAN STREET, SUITE			(Month/Day/Year)					Director		Owner or (specify		
3700	12/05/2014					X Officer (give title Other (specify below) Principal Accounting Officer						
	(Street) 4			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line)					
DALLAS, T						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	on(A) or (Instr.	Dispose 3, 4 and (A) or	15)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Units (1)	12/05/2014			Code V	3,600	. ,	Price (3)	14,361	D			
Common Units	12/05/2014			F	985	D	\$ 27.12	13,376	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transacti Code (Instr. 8)	Cransaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units with DER (2)	(3)	12/05/2014		M		2,000	12/05/2014	12/05/2014	Common Units (3)	2,000
Phantom Units with DER (4)	(3)	12/05/2014		M		1,600	12/05/2014	12/05/2014	Common Units (3)	1,600

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sturrock Troy 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201

Principal Accounting Officer

## **Signatures**

/s/ A. Troy
Sturrock

\*\*Signature of Date

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).
- (1) The holder settled 100 percent of his vested phantom units for Regency Energy Partners LP common units on the date of vesting.
- (2) 10,000 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)** 

Reporting Owners 2

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8,000 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.