Edgar Filing: Regency Energy Partners LP - Form 4

Regency En Form 4	ergy Partners LP										
January 05,	2015										
FORM	ЛЛ									PPROVAL	
	UNITED	STATES		RITIES . ashingtor			NGE	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer which to be statement of CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:	January 31, 2005		
subject to Section 16. Form 4 or							Estimated burden hou	urs per			
Form 5 obligation may com See Instr 1(b).	Filed put ons Section 17	(a) of the l	Public U		lding Co	mpany	Act	nge Act of 1934, of 1935 or Sectio 940	response On	. 0.5	
(Print or Type	Responses)										
1. Name and A Rehm Rich	g Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol Regency Energy Partners LP [RGP]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) ((Middle)	C	of Earliest 7		-		(Che	ck all applicabl	e)	
2001 BRYAN STREET, SUITE 3700			(Month/Day/Year) 12/19/2014					Director I0% Owner X_ Officer (give title Interpretent of the constraints) below) EVP Operations			
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS,	TX 75201								More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securi	ities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code	4. Securi onAcquirec Disposec (Instr. 3,	(A) or of (D)		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount		Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	•		•	•			
					infor	nation	cont	pond to the collect ained in this form and unless the for	are not	SEC 1474 (9-02)	

displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Ir
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units with DER	<u>(1)</u>	12/19/2014		А		19,450		<u>(2)</u>	<u>(3)</u>	Common Units	19,450	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rehm Richard S. 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201			EVP Operations				
Signatures							
/s/ Michael J. Bradley, as powe attorney	er of	01/	/05/2015				

**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).

Each phantom unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP(1) (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.

- (2) 60% of the total granted phantom units will cliff vest on December 5, 2017, and 40% of the total granted phantom units will vest on December 5, 2019.
- (3) 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.