

Regency Energy Partners LP
Form 5
February 13, 2015

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
Holotik Jim

(Last) (First) (Middle)

2001 BRYAN STREET, SUITE
3700

(Street)

2. Issuer Name and Ticker or Trading
Symbol
Regency Energy Partners LP [RGP]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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 Reporting

(check applicable line)

DALLAS, TX 75201

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Units	02/14/2014	Â	P4 ⁽¹⁾	5	A	\$ 27.21	297 ⁽²⁾	I	See Note 3. ⁽³⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	5	A	\$ 27.88	302	I	See note 3. ⁽³⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 31.16	306	I	See note 3. ⁽³⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	5	A	\$ 29.34	311	I	See note 3. ⁽³⁾

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Common Units	02/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.21	237 ⁽⁴⁾	I	See Note 5. ⁽⁵⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.88	241	I	See Note 5. ⁽⁵⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	3	A	\$ 31.16	244	I	See Note 5. ⁽⁵⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 29.34	248	I	See Note 5. ⁽⁵⁾
Common Units	02/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.21	237 ⁽⁴⁾	I	See Note 6. ⁽⁶⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.88	241	I	See Note 6. ⁽⁶⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	3	A	\$ 31.16	244	I	See Note 6. ⁽⁶⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 29.34	248	I	See Note 6. ⁽⁶⁾
Common Units	02/14/2014	Â	P4 ⁽¹⁾	2	A	\$ 27.21	117 ⁽⁷⁾	I	See Note 8. ⁽⁸⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	2	A	\$ 27.88	119	I	See Note 8. ⁽⁸⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	1	A	\$ 31.16	120	I	See Note 8. ⁽⁸⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	2	A	\$ 29.34	122	I	See Note 8. ⁽⁸⁾

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

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(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 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. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holotik Jim 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201	Â	Â	Â EVP Chief Commercial Officer	Â

Signatures

/s/ A. Troy Sturrock, as power of attorney 02/13/2015

__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).
- (1) Acquisition of units pursuant to a broker-managed dividend reinvestment program.
- (2) Balance includes 5 units acquired in 2011, 19 units acquired in 2012 and 18 units acquired in 2013, respectively, via a broker-managed dividend reinvestment program.
- (3) By self as Trustee for the MerryAnn Morgan Holotik Trust.
- (4) Balance includes 4 units acquired in 2011, 15 units acquired in 2012 and 14 units acquired in 2013 respectively, via a broker-managed dividend reinvestment program.
- (5) By self as Trustee for the Jimmie Samantha Holotik Trust.
- (6) By self as Trustee for the Jessica Whitney Holotik Trust.
- (7) Balance includes 2 units acquired in 2011, 7 units acquired in 2012, and 6 units acquired in 2013, respectively, via a broker-managed dividend reinvestment program.
- (8) 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 provided 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.