

Holotik Jim
Form 4
December 05, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Holotik Jim

2. Issuer Name and Ticker or Trading Symbol

Regency Energy Partners LP [RGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP Chief Commercial Officer

(Last) (First) (Middle)
2001 BRYAN STREET, SUITE
3700

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2011

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

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

(Street)
DALLAS, TX 75201

(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 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) | Price | | |
| Common Units | | | | | | I | Note 4 ⁽⁴⁾ |
| Common Units | | | | | | I | Note 5 ⁽⁵⁾ |
| Common Units | | | | | | I | Note 6 ⁽⁶⁾ |
| Common Units | | | | | | I | Note 7 ⁽⁷⁾ |
| Common Units ⁽¹⁾ | 12/05/2011 | | M | 4,700 | A ⁽³⁾ | 4,700 | D |

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Common Units 12/05/2011 F 1,244 D \$ 23.58 3,456 D

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

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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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Units with DER ⁽²⁾ | <u>(3)</u> | 12/05/2011 | | M | 4,700 | 12/05/2011 12/05/2011 | Common Units <u>(3)</u> | 4,700 |

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 12/05/2011
 **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.

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- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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