Regency Energy Partners LP Form 4/A March 10, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Gray Rodney Lynn

Symbol Regency Energy Partners LP [RGP]

(Check all applicable)

(Last) (First)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner Other (specify

1185 SANCTUARY PKWY, SUITE 01/02/2015

Officer (give title below)

100

4. If Amendment, Date Original (Street)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person

01/06/2015

Form filed by More than One Reporting

(Instr. 4)

ALPHARETTA, GA 30004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

4. Securities 3. TransactionAcquired (A) or

5. Amount of Securities Beneficially

Owned

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Month/Day/Year)

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Following Reported Transaction(s)

(A) or Code V Amount (D) Price

(Instr. 3 and 4)

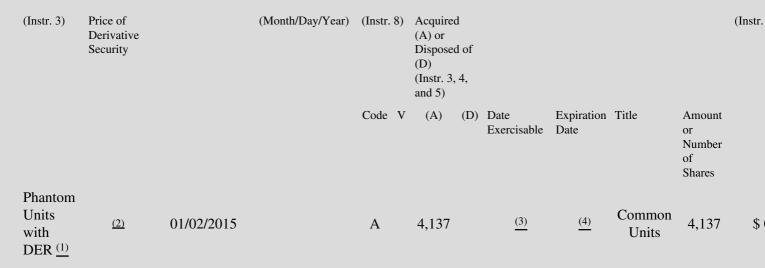
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi

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Reporting Owners

Reporting Owner Name / Address	Relationships			
•	Director	10% Owner	Officer	Other
Gray Rodney Lynn 1185 SANCTUARY PKWY SUITE 100 ALPHARETTA, GA 30004	X			

Signatures

/s/ A. Troy Sturrock, as power of attorney 03/10/2015

Explanation of Responses:

**Signature of Reporting Person

- * 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 original Form 4 filed on 01/06/15 incorrectly reported the title of the derivative securities as Restricted Units (with UDR).

Date

- Each phantom unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP (2) ("Partnership") and is accompanied by a distribution equivalent right entitling the holder to a cash amount equal to any cash distributions paid on each of the Partnership's common units.
- (3) 60% of the total granted phantom units will cliff vest on 01/02/18 and 40% of the phantom units will cliff vest on 01/02/20, contingent on the holder continuing as a director at the time of each vesting.
- (4) 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.

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