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Marrs Davie Form 4	d G											
May 27, 20	ЛЛ					СПА	NCE C			PPROVAL		
		SIAIES			AND EX n, D.C. 20		NGE CU	OMMISSION	OMB Number:	3235-0287		
Check t	nger			0					Expires:	January 31,		
if no longer subject to Section 16. Form 4 or					N BENEF JRITIES	ICIA	L OWN	ERSHIP OF	Estimated a burden hou response	irs per		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 170	(a) of the	Public U	tility Ho		npan	y Act of 1	Act of 1934, 1935 or Sectior	1			
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> Marrs David G			2. Issuer Name and Ticker or Trading Symbol Regency Energy Partners LP [RGNC]					5. Relationship of Reporting Person(s) to Issuer				
	(Check all applicable)											
(Last)	(First) (Middle)					Director X Officer (give		Owner er (specify			
2001 BRY. 3700	AN STREET, SU	ITE	(Month/I 05/24/2	Day/Year) 2010)			pelow)	below) CDM Resource			
					led(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
DALLAS,	TX 75201						-	Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non	-Derivative	Secur	ities Acqu	ired, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if			Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported Transaction(s)	6.7. Nature ofOwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4)			
~				Code V	V Amount	(D)	Price	(Instr. 3 and 4)				
Common Units	05/24/2010			S	900	D	\$ 22	307,979	D			
Common Units	05/25/2010			S	19,100	D	\$ 22.297 (1)	288,879	D			
Common Units (2)	05/26/2010			М	25,667	А	<u>(4)</u>	314,546	D			
Common Units	05/26/2010			F	6,790	D	\$ 22.25	307,756	D			

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

Persons who respond to the collection of information contained in this form are not 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 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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units (3)	<u>(4)</u>	05/26/2010		М		25,667	05/26/2010	05/26/2010	Common Units	25,667

Reporting Owners

Reporting Owner Name / Add	ress	Relationships						
	Director	10% Owner	Officer	Other				
Marrs David G 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201			President, CDM Resource Mgt.					
Signatures								
/s/ David G. Marrs	05/26/2010							
**Signature of	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 weighted average sales price is reported as unit sales were aggregated for reporting purposes. The per unit transaction prices ranged from \$22.05 to \$22.38. The reporting person will provide, upon request from an appropriate party, the per share sales volumes and prices.
- (2) The holder settled 100 percent of his phantom units for RGNC common units on the date of vesting.

These Phantom Units were granted on May 27, 2009. 13,200 of the phantom units contractually convert into a variable number of common units based on total unitholder return over a three year period or upon a change in control. This transaction represents the vesting

(3) common units based on total unitorder retain over a unce year period of upon a charge in control. This transaction represents the vesting of the original grant of 13,200 market condition phantom units multiplied by a factor of 1.5 due to a charge in control event on May 26, 2010 in accordance with the terms of the grant plus the remaining 5,867 service condition phantom units.

Reporting Person

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

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.