

Holotik Jim  
Form 4  
December 05, 2011

**FORM 4**

**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).

**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

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(Print or Type Responses)

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

(Last) (First) (Middle)

2001 BRYAN STREET, SUITE  
3700

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Regency Energy Partners LP [RGP]

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

12/05/2011

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 Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Units                       |   |   |   | (A)<br>or<br>(D)  |  |  |   |
|                                       |   |   | Code                                    | V   | Amount   |  | Price                                   |
| Common<br>Units                       |   |   |   |   | 250  | I  | Note 4 <sup>(4)</sup>                   |
| Common<br>Units                       |   |   |   |   | 200  | I  | Note 5 <sup>(5)</sup>                   |
| Common<br>Units                       |   |   |   |   | 200  | I  | Note 6 <sup>(6)</sup>                   |
| Common<br>Units                       |   |   |   |   | 100  | I  | Note 7 <sup>(7)</sup>                   |
| Common<br>Units <sup>(1)</sup>        | 12/05/2011                              |   | M                                       | 4,700   | A  | <sup>(3)</sup>   | 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.

**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.**

SEC 1474  
(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 (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 <sup>(2)</sup>      | <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  |
|--|--|
| Holotik Jim<br>2001 BRYAN STREET<br>SUITE 3700<br>DALLAS, TX 75201 | Director 10% Owner Officer Other<br>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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