## Edgar Filing: Gray Rodney Lynn - Form 4

Gray Rodney	Lynn											
Form 4 April 23, 201	2											
FORM										OMB A	PPROVAL	
	UNITED	STATES				ND EXC D.C. 205		NGE	COMMISSION	OMB Number:	3235-0287	
Section 16.					GES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per	
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pur s Section 17(	a) of the		ility Ho	oldi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	0.5	
(Print or Type R	esponses)											
Gray Rodney Lynn Symbol			Name and Ticker or Trading				-	5. Relationship of Reporting Person(s) to Issuer				
(Last)				Energy Partners LP [RGP] Earliest Transaction				(OF J	(Check all applicable)			
	(First) (N		(Month/Da 04/20/20	ay/Year)		nsaction			X Director Officer (give below)		6 Owner er (specify	
	(Street)	4. If Amendment, Date 6 Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by O				int/Group Filing(Check One Reporting Person			
ALPHARET	TA, GA 30004								Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution Execution any	emed on Date, if 'Day/Year)	Code (Instr. 8	8)	4. Securit nAcquired Disposed (Instr. 3, Amount	(A) o of (D	)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Units $(1)$	04/20/2012			М		2,274	А	<u>(3)</u>	7,274	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)

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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. Transactio Code (Instr. 8)	5. Number ionof 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 1 2 ()
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units with DER (2)	<u>(3)</u>	04/20/2012		М		2,274	04/20/2012	04/20/2012	Common Units (3)	2,274	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Gray Rodney Lynn 1185 SANCTUARY PKWY SUITE 100 ALPHARETTA, GA 30004	Х							
Signatures								
/s/ Paul M. Jolas, Attorney-in-Fact		04/23/2012						
**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 all of his 2,274 vested phantom units for RGP common units on the date of vesting.
- (2) 6,822 service condition phantom units were granted on April 20, 2011. This transaction represents the vesting of one third 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.

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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