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Regency Energy Partners LP Form 4 December 09, 2014

Common

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Long Thomas E Issuer Symbol Regency Energy Partners LP [RGP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_Officer (give title Other (specify 2001 BRYAN STREET, SUITE 12/05/2014 below) below) 3700 EVP & Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/05/2014 Μ 9.200 Α (3) 34,874 D Units⁽²⁾

Units 12/05/2014 F 2,517 D 32,357

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

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D

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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. Transacti Code (Instr. 8)	5. Number onof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units with DER (1)	<u>(3)</u>	12/05/2014	12/05/2014	М	4,700	12/05/2014	12/05/2014	Common Units (3)	4,700
Phantom Units with DER (4)	(3)	12/05/2014		М	4,500	12/05/2014	12/05/2014	Common Units (3)	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
I B	Director	10% Owner	Officer	Other		
Long Thomas E 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201			EVP & Chief Financial Officer			
Signatures						
/s/ A. Troy Sturrock, as power of attorney		12/09/2014				
**Signature of Reporting Person		D	ate			

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 vested phantom units for Regency Energy Partners LP common units on the date of vesting.
- (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) 22,500 service condition phantom units were granted on December 21, 2011. This transaction represents one fifth of these phantom units. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

I

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