Regency Energy Partners LP
Form 4
May 04, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bradley Michael J

(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)
04/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Units (1)	04/30/2015		M		248,771	A	(2)	323,588	D	
Common Units	04/30/2015		F(3)		103,701	D	$ 22.35 (4)	219,887	D	
Common Units (5)	04/30/2015		D		219,887	D	(5)	0	D	

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)		5. Number of 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. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units with DER (1) (2)	(1)	04/30/2015		M			10,000	(1)	(6)	Common Units	10,000	S
Phantom Units with DER (1) (2)	(1)	04/30/2015		M			10,000	(1)	(6)	Common Units	10,000	S
Phantom Units with DER (1) (2)	(1)	04/30/2015		M			20,000	(1)	(6)	Common Units	20,000	S
Phantom Units with DER (1) (2)	(1)	04/30/2015		M			50,000	(1)	(6)	Common Units	50,000	S
Phantom Units with DER (1) (2)	(1)	04/30/2015		M			74,971	(1)	(6)	Common Units	74,971	S
Phantom Units with DER (1) (2)	(1)	04/30/2015		M			83,800	(1)	(6)	Common Units	83,800	S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradley Michael J 2001 BRYAN STREET, SUITE 3700 DALLAS, TX 75201	X		President and CEO	

Signatures

/s/ A. Troy Sturrock, as power of attorney	05/04/2015
**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) Immediately prior to the merger of a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP") with and into Regency Energy Partners LP ("RGP") effective on April 30, 2015 (the "Merger"), all of the reporting person's Phantom Units granted pursuant to the reporting person's November 22, 2010, December 17, 2010, December 21, 2011, December 17, 2012, January 3, 2014 and December 19, 2014 Phantom Unit awards vested in full, and an equal number of RGP common units were deemed issued in settlement thereof.

(2) Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest in RGP.

(3) Common Units withheld to cover taxes payable upon vesting of Phantom Units reported in Table II.

(4) Closing price for the Issuer's common units on April 28, 2015, the date used to calculate awards.

(5) Disposition in connection with the Merger. On April 29, 2015, the last trading day for the RGP common units, the closing price of the RGP common units was $23.47 per unit and the closing price of ETP's common units was $55.30 per unit. Each RGP common unit outstanding, and each common unit deemed issued and outstanding pursuant to the reported vestings was converted into the right to receive 0.4124 ETP common units.

(6) 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.
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