

Holotik Jim  
 Form 4  
 December 05, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
 Regency Energy Partners LP [RGP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2001 BRYAN STREET, SUITE 3700  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/05/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP Chief Commercial Officer

DALLAS, TX 75201  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Units				(A) or (D)	Price		
Common Units						I	Note 4 <sup>(4)</sup>
Common Units						I	Note 5 <sup>(5)</sup>
Common Units						I	Note 6 <sup>(6)</sup>
Common Units						I	Note 7 <sup>(7)</sup>
Common 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.

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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 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. 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			
	Director	10% Owner	Officer	Other
Holotik Jim 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201			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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