

Regency Energy Partners LP
 Form 5
 February 13, 2015

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Holotik Jim

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

2001 BRYAN STREET, SUITE 3700

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

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

6. Individual or Joint/Group Reporting
 (check applicable line)

DALLAS, TX 75201

 (City) (State) (Zip)

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)	Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Units	02/14/2014		P4(1)	5	A	\$ 27.21	297 (2)	I	See Note 3. (3)	
Common Units	05/14/2014		P4(1)	5	A	\$ 27.88	302	I	See note 3. (3)	
Common Units	08/14/2014		P4(1)	4	A	\$ 31.16	306	I	See note 3. (3)	
Common Units	11/14/2014		P4(1)	5	A	\$ 29.34	311	I	See note 3. (3)	

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Common Units	02/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.21	237 ⁽⁴⁾	I	See Note 5. ⁽⁵⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.88	241	I	See Note 5. ⁽⁵⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	3	A	\$ 31.16	244	I	See Note 5. ⁽⁵⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 29.34	248	I	See Note 5. ⁽⁵⁾
Common Units	02/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.21	237 ⁽⁴⁾	I	See Note 6. ⁽⁶⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 27.88	241	I	See Note 6. ⁽⁶⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	3	A	\$ 31.16	244	I	See Note 6. ⁽⁶⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	4	A	\$ 29.34	248	I	See Note 6. ⁽⁶⁾
Common Units	02/14/2014	Â	P4 ⁽¹⁾	2	A	\$ 27.21	117 ⁽⁷⁾	I	See Note 8. ⁽⁸⁾
Common Units	05/14/2014	Â	P4 ⁽¹⁾	2	A	\$ 27.88	119	I	See Note 8. ⁽⁸⁾
Common Units	08/14/2014	Â	P4 ⁽¹⁾	1	A	\$ 31.16	120	I	See Note 8. ⁽⁸⁾
Common Units	11/14/2014	Â	P4 ⁽¹⁾	2	A	\$ 29.34	122	I	See Note 8. ⁽⁸⁾

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)

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. Price of Derivative Security (Instr. 5)	9. of D Se O Er Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ A. Troy Sturrock, as power of attorney 02/13/2015

**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) Acquisition of units pursuant to a broker-managed dividend reinvestment program.
- (2) Balance includes 5 units acquired in 2011, 19 units acquired in 2012 and 18 units acquired in 2013, respectively, via a broker-managed dividend reinvestment program.
- (3) By self as Trustee for the MerryAnn Morgan Holotik Trust.
- (4) Balance includes 4 units acquired in 2011, 15 units acquired in 2012 and 14 units acquired in 2013 respectively, via a broker-managed dividend reinvestment program.
- (5) By self as Trustee for the Jimmie Samantha Holotik Trust.
- (6) By self as Trustee for the Jessica Whitney Holotik Trust.
- (7) Balance includes 2 units acquired in 2011, 7 units acquired in 2012, and 6 units acquired in 2013, respectively, via a broker-managed dividend reinvestment program.
- (8) 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 provided 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.