

Regency Energy Partners LP
 Form 4/A
 April 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Sturrock Troy

(Last) (First) (Middle)
 2001 BRYAN ST, 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)

12/05/2014

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

12/09/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Principal Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Units ⁽¹⁾ | 12/05/2014 | | M | | 3,600 A <u>(3)</u> | 14,357 ⁽⁵⁾ | D |
| Common Units | 12/05/2014 | | F | | 985 D \$ 27.12 | 13,372 ⁽⁶⁾ | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Units with DER ⁽²⁾ | <u>(3)</u> | 12/05/2014 | | M | 2,000 | 12/05/2014 12/05/2014 | Common Units ⁽³⁾ | 2,000 |
| Phantom Units with DER ⁽⁴⁾ | <u>(3)</u> | 12/05/2014 | | M | 1,600 | 12/05/2014 12/05/2014 | Common Units ⁽³⁾ | 1,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sturrock Troy 2001 BRYAN ST SUITE 3700 DALLAS, TX 75201 | | | Principal Accounting Officer | |

Signatures

/s/ Troy Sturrock 04/13/2015

**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) The holder settled 100 percent of his vested phantom units for Regency Energy Partners LP common units on the date of vesting.
- (2) 10,000 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)

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8,000 service condition phantom units were granted on December 21, 2011. This transaction represents the vesting of one-fifth of these phantom units.

- (5) Due to administrative error, the original Form 4 filed on 12/09/14 incorrectly reported the number of securities beneficially owned following the reported transaction as 14,361 common units rather than 14,357 common units.
- (6) Due to administrative error, the original Form 4 filed on 12/09/14 incorrectly reported the number of securities beneficially owned following the reported transaction as 13,376 common units rather than 13,372 common units.

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.