

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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REPORTING OWNER

Sturrock Troy

CIK: **1429402**

Type: **4** | Act: **34** | File No.: **001-35262** | Film No.: **13700666**

Mailing Address
*1039 NORTH OAK CLIFF
BOULEVARD
DALLAS TX 75208*

ISSUER

Regency Energy Partners LP

CIK: **1338613** | IRS No.: **161731691** | State of Incorp.: **DE** | Fiscal Year End: **1230**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*2001 BRYAN STREET
SUITE 3700
DALLAS TX 75201*

Business Address
*2001 BRYAN STREET
SUITE 3700
DALLAS TX 75201
214-750-1771*

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Sturrock Troy			2. Issuer Name and Ticker or Trading Symbol Regency Energy Partners LP [RGP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Principal Accounting Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013			
2001 BRYAN STREET, SUITE 3700			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) DALLAS, TX 75201						
(City)	(State)	(Zip)				

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⁾	03/15/2013		M		467	A	(3)	8,270	D	
Common Units	03/15/2013		F		124	D	\$23.68	8,146	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Units ⁽²⁾	(3)	03/15/2013		M		467		03/15/2013	03/15/2013	Common Units ⁽³⁾	467	(3)	21,600	D	
Phantom Units ⁽⁴⁾	(3)	03/15/2013		J ⁽⁴⁾		2,100 ⁽⁴⁾		(4)	03/15/2013	Common Units ⁽⁴⁾	(4)	(3)	19,500	D	

Explanation of Responses:

- The holder settled 100 percent of his phantom units for RGP common units on the date of vesting.
- 1,400 service condition phantom units were granted on May 7, 2010. This transaction represent the vesting of one third of these phantom units.
- Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest of Regency Energy Partners LP.

4. 2,100 performance condition phantom units were granted on May 7, 2010. This transaction represents the expiration of this grant due to not meeting the specified performance condition.

Signatures

/s/ Troy Sturrock

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.