## Edgar Filing: Giroir L. Patrick Jr. - Form 4

Giroir L. Pat	rick Jr.										
Form 4 May 27, 201	0										
FORM	Л					~~~			OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	ser <b>STATEN</b> 6.	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires:January 31 200Estimated averageburden hours per response0.	
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Giroir L. Patrick Jr.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Regency Energy Partners LP					5. Relationship of Reporting Person(s) to Issuer			
				]	1 drifters	<b>D1</b>		(Check all applicable)			
(Last) 2001 BRYA 3700	(First) (1	Middle) ITE	3. Date of (Month/E 05/26/2	-	ransaction			Director X Officer (give below) Chief Co		Owner er (specify cer	
	Filed(N			Amendment, Date Original I(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
DALLAS, 7	FX 75201							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any		Execution any		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			l of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Units $(1)$	05/26/2010			М	11,667	A	<u>(4)</u>	34,981	D		
Common Units	05/26/2010			F	8,995 (2)	D	\$ 22.25	25,986	D		

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units <u>(3)</u>	<u>(4)</u>	05/26/2010		М	11,667	05/26/2010	05/26/2010	Common Units (4)	11,667

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Giroir L. Patrick Jr. 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201			Chief Commercial Officer			
Signatures						
/s/ Paul M. Jolas, Power of						

/s/ Paul M.	Jolas, Power of
Attorney	

05/26/2010

\*\*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 RGNC common units on the date of vesting.
- (2) These common units were withheld to satisfy the applicable income and FICA tax liabilities upon the vesting of phantom units, as reported in Table II, and the vesting of 22,334 restricted common units.

(3) These Phantom Units were granted on May 27, 2009. 6,000 of the phantom units contractually convert into a variable number of common units based on total unitholder return over a three year period or upon a change in control. This transaction represents the vesting of the original grant of 6,000 market condition phantom units multiplied by a factor of 1.5 due to a change in control event on May 26, 2010 in accordance with the terms of the grant plus the remaining 2,667 service condition phantom units.

(4) Each Phantom Unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP.

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.