Sturrock Troy Form 4 December 21, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

(City)

1.Title of

Security

(Instr. 3)

Security

or Exercise

(Print or Type Responses)

1. Name and Address of Reporting Person * Sturrock Troy

(Last) (First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

2001 BRYAN STREET, SUITE 3700

(Street)

(State)

(Month/Day/Year)

DALLAS, TX 75201

2. Issuer Name and Ticker or Trading

Symbol

Regency Energy Partners LP [RGP]

3. Date of Earliest Transaction

(Month/Day/Year)

12/21/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities Execution Date, if TransactionAcquired (A) or

(Month/Day/Year) (Instr. 8)

Code Disposed of (D) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

any

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(Month/Day/Year)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

Securities

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities**

Deriva

Securi

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Principal Accounting Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 3 and 4)

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

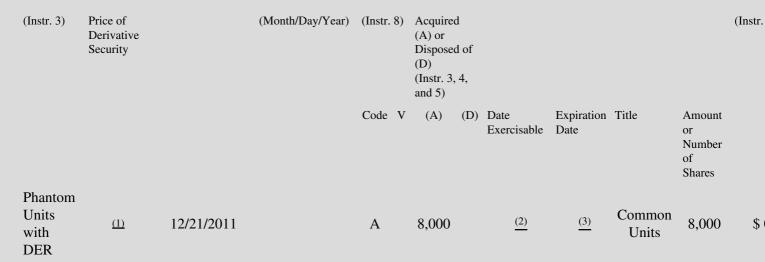
Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sturrock Troy 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201

Principal Accounting Officer

Signatures

/s/ Troy Sturrock 12/21/2011

**Signature of Date
Reporting Person

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).
- Each phantom unit is the economic equivalent of one common unit representing a limited partner interest in Regency Energy Partners LP (1) (the "Partnership") and is accompanied by a distribution equivalent right, entitling the holder to an amount equal to any cash distributions paid on each of the Partnership's common units.
- (2) One fifth of the total granted phantom units will vest on December 5, 2012, 2013, 2014, 2015 and 2016.
- (3) Not applicable.

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.

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