

DUNCAN DAN L
Form 4
March 04, 2010

FORM 4

**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).

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 *
DUNCAN DAN L

2. Issuer Name and Ticker or Trading Symbol
ENTERPRISE PRODUCTS PARTNERS L P [EPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 LOUISIANA STREET, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2010

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

(Street)
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units Representing Limited Partnership Interests | 03/02/2010 | | P | 374,100 | A \$ 33.39 (1) | 1,848,422 | D (2) |
| Common Units Representing Limited Partnership Interests | 03/03/2010 | | P | 74,900 | A \$ 33.72 (3) | 1,923,322 | D (2) |

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| | | | |
|--|-------------|---------------|--------------------------|
| Interests | | | |
| Common Units Representing Limited Partnership Interests | 132,173,921 | I <u>(4)</u> | By DFIDH <u>(5)</u> |
| Common Units Representing Limited Partnership Interests | 6,314,632 | I <u>(6)</u> | By 1998 Trust |
| Common Units Representing Limited Partnership Interests | 8,562,280 | I <u>(7)</u> | By 2000 Trust |
| Common Units Representing Limited Partnership Interests | 21,563,177 | I <u>(8)</u> | By EGPH |
| Common Units Representing Limited Partnership Interests | 1,392,686 | I <u>(9)</u> | By DD Securities |
| Common Units Representing Limited Partnership Interests | 844,552 | I <u>(10)</u> | By Enterprise Unit |
| Common Units Representing Limited Partnership Interests | 779,102 | I <u>(11)</u> | by EPCO Unit |
| Common Units Representing Limited | 6,182,354 | I <u>(12)</u> | By EPCO Holdings |

| | | | |
|--|-----------|-------------------|--------------------------|
| Partnership Interests | | | |
| Common Units Representing Limited Partnership Interests | 6,775,839 | I ⁽¹³⁾ | By DFI |
| Common Units Representing Limited Partnership Interests | 3,100,000 | I ⁽¹⁴⁾ | By DFI GP Holdings |

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

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 control number. SEC 1474 (9-02)

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 | 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. Pr Deri Secur (Inst | |
|--|--|--------------------------------------|--|---------------------|---|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Enterprise Class B Units | ⁽¹⁵⁾ | | | | | ⁽¹⁵⁾ | ⁽¹⁵⁾ | Common Units | 4,520,431 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNCAN DAN L 1100 LOUISIANA STREET SUITE 1000 | X | X | Chairman | |

HOUSTON, TX 77002

Signatures

/s/Stephanie C. Hildebrandt, Attorney-in-Fact on behalf of Dan L. Duncan

03/04/2010

__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) Represents the weighted average purchase price. The Common Units were purchased at various prices ranging from \$32.98 to \$33.57. Financial information regarding the number of units purchased at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.
 - (2) A portion of these units were acquired under the issuer's distribution reinvestment plan.
 - (3) Represents the weighted average purchase price. The Common Units were purchased at various prices ranging from \$33.51 to \$33.88. Financial information regarding the number of units purchased at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.
 - (4) These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of Enterprise Products Company ("EPCO"), formerly named EPCO, Inc. Dan L. Duncan owns 50.427% of the voting stock of EPCO. A portion of these units were acquired under the issuer's distribution reinvestment plan.
 - (5) DFIDH is an indirect, wholly owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly owned subsidiaries of DFI.
 - (6) EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"). The trust was established to acquire and hold Common Units of the issuer. A portion of these units were acquired under the issuer's distribution reinvestment plan.
 - (7) EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). The trust was established to acquire and hold Common Units of the issuer. A portion of these units were acquired under the issuer's distribution reinvestment plan.
 - (8) These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGP is EPE Holdings, LLC, a wholly-owned subsidiary of Duncan LLC. Dan L. Duncan, voting trustee, is the sole member of Duncan LLC. A portion of these units were acquired under the issuer's distribution reinvestment plan.
 - (9) These Common Units are directly owned by DD Securities. A portion of these units were acquired under the issuer's distribution reinvestment plan.
 - (10) These Common Units are owned by Enterprise Unit L.P. ("Enterprise Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities.
 - (11) These Common Units are owned by EPCO Unit L.P. ("EPCO Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPCO Unit. The reporting persons disclaim beneficial ownership of the securities held by EPCO Unit, except to the extent of their pecuniary interest in the securities.
 - (12) These Common Units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.
 - (13) These Units are directly owned by DFI, which is an indirect wholly owned subsidiary of EPCO. Dan L. Duncan owns 50.42% of the voting stock of EPCO.
 - (14) These Common Units are directly owned by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partners of DFI GP Holdings and Duncan LLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is wholly owned by Duncan LLC.
 - (15) The Class B Units are not entitled to regular quarterly cash distributions for the first sixteen quarters following the closing of the merger with TEPPCO Partners, L.P. and will convert automatically into the same number of Common Units on the date immediately following the payment date of the sixteenth quarterly distribution following the merger.

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(16) The power of attorney under which this form was signed is attached.

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

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