

ENTERPRISE PRODUCTS PARTNERS L P

Form 3/A

March 17, 2015

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â WILLIAMS RANDA
DUNCAN

(Last) (First) (Middle)

1100 LOUISIANA
STREET,Â SUITE 1000

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/29/2010

3. Issuer Name and Ticker or Trading Symbol

ENTERPRISE PRODUCTS PARTNERS L P [EPD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

04/08/2010

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	132,173,921 ⁽¹⁾	I ⁽²⁾	By DFIDH ⁽³⁾
Common Units Representing Limited Partnership Interests	21,563,177 ⁽¹⁾	I ⁽²⁾	By EGPH ⁽⁴⁾
Common Units Representing Limited Partnership Interests	844,552 ⁽¹⁾	I ⁽²⁾	By Enterprise Unit ⁽⁵⁾
Common Units Representing Limited Partnership Interests	779,102 ⁽¹⁾	I ⁽²⁾	By EPCO Unit ⁽⁶⁾
Common Units Representing Limited Partnership Interests	6,182,354 ⁽¹⁾	I ⁽²⁾	By EPCO Holdings ⁽⁷⁾
Common Units Representing Limited Partnership Interests	6,775,839 ⁽¹⁾	I ⁽²⁾	By DFI ⁽⁸⁾

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Common Units Representing Limited Partnership Interests	3,100,000 ⁽¹⁾	I ⁽²⁾	by DFI GP Holdings ⁽⁹⁾
Common Units Representing Limited Partnership Interests	437,500 ⁽¹⁾	I	By RDW Family Trust ⁽¹⁰⁾
Common Units Representing Limited Partnership Interests	437,500 ⁽¹⁾	I	By DDA Family Trust ⁽¹¹⁾
Common Units Representing Limited Partnership Interests	437,500 ⁽¹⁾	I	By MDF Family Trust ⁽¹²⁾
Common Units Representing Limited Partnership Interests	437,500 ⁽¹⁾	I	By SDD Family Trust ⁽¹³⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Enterprise Class B Units	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	Common Units	4,520,431 \$ ⁽¹⁴⁾	I	By DFI ⁽⁸⁾ ⁽¹⁴⁾ ⁽¹⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â X	Â X	Â	Â

Signatures

/s/ Wendi S. Bickett, Attorney-in-Fact on behalf of Randa Duncan Williams

03/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Unit amounts presented are shown as of the date of the original filing and do not reflect transactions that have taken place since such date, including without limitation: (i) the automatic conversion of the issuer's Class B Units effective August 8, 2013, as described in footnote 14 below, and (ii) the issuer's 2-for-1 Common Unit split effective August 21, 2014.

(2) Following the death of Dan L. Duncan on March 29, 2010, beneficial ownership was acquired by the reporting person due to the reporting person becoming a voting trustee pursuant to the Dan Duncan LLC Voting Trust Agreement and the EPCO, Inc. Voting Trust Agreement, the voting trustees' control of Dan Duncan LLC ("Duncan LLC") and Enterprise Products Company (formerly named EPCO, Inc., "EPCO"), and the reporting person's pecuniary interest in the estate of Dan L. Duncan (the "Estate"). The reporting person disclaims beneficial ownership of the securities held by EPCO, Duncan LLC or their controlled affiliates other than to the extent of her pecuniary interest.

(3) These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of EPCO. The Estate beneficially owns 50.427% of the voting stock of EPCO. 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.

(4) 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 Duncan LLC. The 0.01% general partner of EGP is EPE Holdings, LLC, a wholly owned subsidiary of Duncan LLC. The Estate beneficially owns all the member interests of Duncan LLC.

(5) 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.

(6) 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.

(7) These Common Units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.

(8) These Units are directly owned by DFI, which is an indirect wholly owned subsidiary of EPCO. The Estate owns beneficial interest of 50.42% of the voting stock of EPCO.

(9) These Common Units are directly owned by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings and Duncan LLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is wholly owned by Duncan LLC. DFI owns a 95% limited partner interest in DFI GP Holdings.

(10) These Common Units are directly owned by The Randa Duncan Williams 2003 Family Trust (the "RDW Family Trust"). The reporting person does not serve as a trustee for the RDW Family Trust and therefore disclaims beneficial ownership of the Common Units held by the RDW Family Trust.

(11) These Common Units are directly owned by The Dannine Duncan Avara 2003 Family Trust (the "DDA Family Trust"), for which the reporting person serves as a trustee. The reporting person disclaims beneficial ownership of the Common Units directly owned by the DDA Family Trust, except to the extent of her pecuniary interest therein.

(12) These Common Units are directly owned by The Milane Duncan Frantz 2003 Family Trust (the "MDF Family Trust"), for which the reporting person serves as a trustee. The reporting person disclaims beneficial ownership of the Common Units directly owned by the MDF Family Trust, except to the extent of her pecuniary interest therein.

(13) These Common Units are directly owned by The Scott D. Duncan 2003 Family Trust (the "SDD Family Trust"), for which the reporting person serves as a trustee. The reporting person disclaims beneficial ownership of the Common Units directly owned by the SDD Family Trust, except to the extent of her pecuniary interest therein.

(14) The Class B Units converted automatically into the same number of Common Units on August 8, 2013.

(15) The power of attorney under which this form was signed is on file with the Commission.

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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