

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 November 24, 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 *
WILLIAMS RANDA DUNCAN

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)
 11/22/2010

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

(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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Units Representing Limited Partnership Interests | 11/22/2010 | | A | | 884,917 | A | \$ 0 (1) 7,739,181 | By EPCO Holdings (2) |
| Common Units Representing Limited Partnership Interests | 11/22/2010 | | A | | 114,361,197 | A | \$ 0 (1) 121,137,036 | By DFI (3) |

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Interests

| | | | | | | | | |
|--|------------|--------------|------------|---|--------------------|---------------------------|---|---|
| Common Units Representing Limited Partnership Interests | 11/22/2010 | A | 37,744,206 | A | <u>\$ 0</u> (1) | 40,844,206 | I | By DFI GP Holdings (4) |
| Common Units Representing Limited Partnership Interests | 11/22/2010 | A | 112,500 | A | <u>\$ 0</u> (1) | 112,500 | I | By A&W Ltd. (5) |
| Common Units Representing Limited Partnership Interests | 11/22/2010 | A | 20,881 | A | <u>\$ 0</u> (1) | 20,881 | I | By Enterprise Products Holdings LLC (6) |
| Common Units Representing Limited Partnership Interests | 11/22/2010 | <u>J</u> (7) | 21,563,177 | D | <u>\$ 0</u> (7) | 0 | I | By EGPH (7) |
| Common Units Representing Limited Partnership Interests | | | | | | <u>136,772,876</u> (8) | I | By DFIDH (9) |
| Common Units Representing Limited Partnership Interests | | | | | | 523,306 | I | By Enterprise Products Company (10) |
| Common Units Representing Limited Partnership Interests | | | | | | 437,500 | I | By Family Trust (11) |

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 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 | \$ 0 ⁽¹⁰⁾ | | | | | <u>(12)</u> | <u>(12)</u> | Common Units | 4,520,431 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | X | X | | |
| EPCO Holdings, Inc. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |
| DUNCAN FAMILY INTERESTS, INC. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |
| Enterprise Products Holdings LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |

Signatures

/s/Stephanie C. Hildebrandt on behalf of Randa Duncan Williams (as Attorney-in-Fact) & EPCO; Mary S. Stawikey on behalf of DFI; Richard H. Bachmann on behalf of EPCO Holdings 11/24/2010

__Signature of Reporting Person Date

Stephanie C. Hildebrandt 11/24/2010

__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).
- Acquired pursuant to the Agreement and Plan of Merger dated as of September 3, 2010, by and among Enterprise Products Partners L.P. ("EPD"), Enterprise Products GP, LLC, Enterprise ETE LLC, Enterprise GP Holdings L.P. ("Holdings") and EPE Holdings, LLC (the "MLP Merger Agreement") as Merger Consideration (as defined in the MLP Merger Agreement). On the effective date of the merger, the closing price of the Units of Enterprise GP Holdings L.P. on the New York Stock Exchange ("NYSE") was \$63.99 and the closing price of the Common Units of EPD on the NYSE was \$42.74.
- (1) "MLP Merger Agreement") as Merger Consideration (as defined in the MLP Merger Agreement). On the effective date of the merger, the closing price of the Units of Enterprise GP Holdings L.P. on the New York Stock Exchange ("NYSE") was \$63.99 and the closing price of the Common Units of EPD on the NYSE was \$42.74.
 - (2) These Common Units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"). EPCO Holdings is an indirect, wholly owned subsidiary of Enterprise Products Company ("EPCO").
 - (3) These Units are directly owned by Duncan Family Interests, Inc. ("DFI"), which is an indirect wholly owned subsidiary of EPCO. The Estate of Dan L. Duncan (the "Estate") owns a beneficial interest of 50.42% of the voting stock of EPCO.

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 Dan Duncan LLC ("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.
 - (4) These Common Units are owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
 - (5) These Common Units are owned by Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC), the general partner of EPD and a wholly owned subsidiary of Duncan LLC.
 - (6) Prior to the transactions contemplated by the MLP Merger Agreement, these Common Units were owned by Enterprise GP Holdings L.P. ("EGPH"). Following the transactions contemplated by the MLP Merger Agreement, EGP is now a wholly owned subsidiary of EPD, and these Common Units became treasury units and were cancelled.
 - (7) A portion of these units were acquired under the issuer's distribution reinvestment plan.

These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of EPCO. The Estate owns 50.42% of the voting stock of EPCO. DFIDH is an indirect, wholly owned subsidiary of DFI, which is an indirect, wholly owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC ("DFI Delaware General"), and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly owned subsidiaries of DFI.
 - (8) These Common Units are owned directly by EPCO.

These Common Units are directly owned by the Randa D. Williams 2003 Family Trust for which the reporting person serves as a trustee. The reporting person disclaims beneficial ownership of the Common Units held by the trust other than to the extent of her pecuniary interest.
 - (9) 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. on October 26, 2009 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.
 - (10) The power of attorney under which this form was signed is on file with the Commission.
 - (11) The power of attorney under which this form was signed is on file with the Commission.
 - (12) The power of attorney under which this form was signed is on file with the Commission.
 - (13) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Codes:

A - Grant, award or other acquisition pursuant to Rule 16b-3(d)

J - Other acquisition or disposition

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.