

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 22, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KNESEK MICHAEL J

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)  
02/18/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, PAO, & Controller

(Street)  
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)                                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
| Common<br>Units<br>Representing<br>Limited<br>Partnership<br>Interests | 02/18/2016                              |   | M                                    | 6,750 A   | \$ 577,460   | D   |  |
| Common<br>Units<br>Representing<br>Limited<br>Partnership              | 02/18/2016                              |   | F                                    | 2,832 D   | \$ 574,628<br>22.99  | D   |  |

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Interests

Common  
Units

Representing  
Limited  
Partnership  
Interests

02/18/2016

M

50

A

(1)

248

I

By  
Spouse

Common  
Units

Representing  
Limited  
Partnership  
Interests

02/18/2016

F

17

D

\$  
22.99

231

I

By  
Spouse

Common  
Units

Representing  
Limited  
Partnership  
Interests

167

I

By  
Daughter

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Price<br>of Underlying<br>Securities<br>(Instr. 3) |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|-------------------------------------|---|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |   |
| Phantom<br>Units                                    | (1)  |   |   |                                      |   | (2)  | (2)                | Common<br>Units   | 22,500                              |   |
| Phantom<br>Units                                    | (1)  | 02/18/2016                              |   | M                                    | 6,750   | (3)  | (3)                | Common<br>Units   | 6,750                               | \$  |
| Phantom<br>Units                                    | (1)  |   |   |                                      |   | (4)  | (4)                | Common<br>Units   | 34,000                              |   |

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|               |     |            |   |    |     |     |              |     |    |
|---------------|-----|------------|---|----|-----|-----|--------------|-----|----|
| Phantom Units | (1) |            |   |    | (2) | (2) | Common Units | 150 |    |
| Phantom Units | (1) | 02/18/2016 | M | 50 | (3) | (3) | Common Units | 50  | \$ |
| Phantom Units | (1) |            |   |    | (4) | (4) | Common Units | 300 |    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| KNESEK MICHAEL J<br>1100 LOUISIANA STREET<br>SUITE 1000<br>HOUSTON, TX 77002 |               |           | SVP, PAO, & Controller |       |

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Michael J. Knesek 02/22/2016

\_\_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) Each phantom unit is the economic equivalent of one Enterprise Products Partners L.P. ("EPD") common unit.
- (2) These phantom units vest in three remaining equal annual installments beginning on February 19, 2016. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (3) These phantom units vest in four equal annual installments beginning on February 18, 2016. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (4) These phantom units vest in four equal annual installments beginning on February 16, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (5) The power of attorney under which this form was signed is on file with the Commission.

### Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3; Transaction Code F - Pa

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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