

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 24, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 SECURITIESFiled 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 *
Bulawa Bryan F.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
10003. Date of Earliest Transaction
(Month/Day/Year)
02/22/2016☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP & Chief Financial Officer(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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B limited partner interest in EPD PubCo II	(1)	02/22/2016	J(1)		0 (1)		(2)	(2)	Common Units	(1)	\$ 0 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bulawa Bryan F. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	SVP & Chief Financial Officer

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Bryan F.
Bulawa

02/24/2016

**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).

The reporting person is an owner of a Class B limited partner interest in EPD PubCo Unit II L.P. ("EPD PubCo II"), a Delaware limited partnership established for the benefit of certain employees of Enterprise Products Company ("EPCO"). EPD PubCo II owns directly

(1) 2,834,198 Common Units. EPCO Holdings, Inc. ("EPCO Holdings") is the sole Class A limited partner and EPCO is the general partner of EPD PubCo II. The reporting person acquired the Class B limited partner interest in EPD PubCo II from a grant of such interest by EPCO, in its capacity as general partner of EPD PubCo II, in accordance with its limited partnership agreement.

Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PubCo II will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$66,348,575.18 (the fair market value (as defined)

(2) of the Common Units calculated as of February 22, 2016), plus any accrued and unpaid Class A preferred return. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo II. The Class B limited partner interests are subject to forfeiture.

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

Remarks:

Transaction Code J - Other acquisition or disposition (describe transaction)

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.