FOWLER W RANDALL
Form 4
February 13, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOWLER W RANDALL

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CFO

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

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	02/11/2019		A		27,234	A	$ 0	927,488	D	
Common Units Representing Limited Partnership								510,000	I	By Three Streams Partners, LP (1)

Interests

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

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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 (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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	(2)							(3)	(3)	Common Units	20,000	
Phantom Units	(2)							(4)	(4)	Common Units	62,474	
Phantom Units	(2)							(5)	(5)	Common Units	84,000	
Phantom Units	(2)							(6)	(6)	Common Units	136,100	
Phantom Units	(2)	02/11/2019		A		176,000		(7)	(7)	Common Units	176,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOWLER W RANDALL 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X		President and CFO	

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of W. Randall Fowler — 02/13/2019

**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) The reporting person disclaims beneficial ownership of Enterprise Products Partners L.P. ("EPD") common units held by Three Streams Partners, LP except to the extent of his pecuniary interest therein.

(2) Each phantom unit is the economic equivalent of one EPD common unit.

(3) These phantom units vest in one remaining annual installment on February 18, 2019. The remaining 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 two remaining equal annual installments beginning on February 16, 2019. Each remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(5) These phantom units vest in three remaining equal annual installments beginning on February 16, 2019. Each remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(6) These phantom units vest in four equal annual installments beginning on February 16, 2019. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(7) These phantom units vest in four equal annual installments beginning on February 16, 2020. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

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

Remarks:

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

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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