

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 October 04, 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)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2010

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

1100 LOUISIANA STREET, SUITE 1000

(Street)

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

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

HOUSTON, TX 77002

(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)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partnership Interests	09/30/2010		P ⁽¹⁾		523,306	A	<u>(1)</u>
Common Units Representing Limited Partnership Interests					6,854,264	I	By EPCO Holdings ⁽²⁾

Interests							
Common Units Representing Limited Partnership Interests		21,563,177	I			By EGPH (3)	
Common Units Representing Limited Partnership Interests		6,775,839	I			By DFI (4)	
Common Units Representing Limited Partnership Interests		135,550,939	I			By DFIDH (5)	
Common Units Representing Limited Partnership Interests		3,100,000	I			By DFI GP Holdings (6)	
Common Units Representing Limited Partnership Interests		437,500	I			By Family Trust (7)	

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

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
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of (D)
(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(8)	(8)	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		
Enterprise Products Co 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		

Signatures

Stephanie C. Hildebrandt on behalf of Randa Duncan Williams (as Attorney-in-Fact) and EPCO 10/04/2010

__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).
- (1) These Common Units were issued to Enterprise Products Company ("EPCO") effective September 30, 2010 as consideration for all of the membership interests in Enterprise Products Transportation Company LLC pursuant to a Contribution Agreement dated September 30, 2010 by and between EPCO and Enterprise Products Partners L.P. Based on the 20-day average closing price used to determine the number of Common Units issued as consideration, the price was \$38.2185 per Common Unit.
 - (2) These Common Units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"). EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.
 - (3) These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 54.77% limited partnership interest in which is beneficially owned by Duncan Family Interests, Inc. ("DFI") and a 18.08% limited partnership interest in which is beneficially owned by Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGP is EPE Holdings, LLC, a wholly-owned subsidiary of Duncan LLC. The Estate of Dan L. Duncan (the "Estate") owns beneficial interest of all the member interests of Duncan LLC.
 - (4) 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.
 - (5) 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. A portion of these Common Units were acquired under the issuer's distribution reinvestment plan.

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These Common Units are directly owned by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the

- (6) 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.

These Common Units are directly owned by the Randa D. Williams 2003 Family Trust for which the reporting person serves as a trustee.

- (7) The reporting person disclaims beneficial ownership of the Common Units held by the trust other than to the extent of her pecuniary interest.

The Class B Units are not entitled to regular quarterly cash distributions for the first sixteen quarters following the closing of the merger

- (8) 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.

- (9) 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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