

ENTERPRISE PRODUCTS PARTNERS L P

Form 3

April 08, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WILLIAMS RANDA DUNCAN		(Month/Day/Year) 03/29/2010	ENTERPRISE PRODUCTS PARTNERS L P [EPD]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1100 LOUISIANA STREET,Â SUITE 1000			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
HOUSTON,Â TXÂ 77002			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	132,173,921	I <u>(1)</u>	By DFIDH <u>(2)</u>
Common Units Representing Limited Partnership Interests	21,563,177	I <u>(1)</u>	By EGPH <u>(3)</u>
Common Units Representing Limited Partnership Interests	844,552	I <u>(1)</u>	By Enterprise Unit <u>(4)</u>
Common Units Representing Limited Partnership Interests	779,102	I <u>(1)</u>	By EPCO Unit <u>(5)</u>
Common Units Representing Limited Partnership Interests	6,182,354	I <u>(1)</u>	By EPCO Holdings <u>(6)</u>
Common Units Representing Limited Partnership Interests	6,775,839	I <u>(1)</u>	By DFI <u>(7)</u>

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Common Units Representing Limited Partnership Interests	3,100,000	I ⁽¹⁾	by DFI GP Holdings ⁽⁸⁾
Common Units Representing Limited Partnership Interests	437,500	I	By Family Trust ⁽⁹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			
Enterprise Class B Units	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Common Units 4,520,431	\$ ⁽¹⁰⁾	I	By DFI ⁽⁷⁾ ⁽¹⁰⁾ ⁽¹¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â	Â X	Â	Â

Signatures

/s/Stephanie C. Hildebrandt, Attorney-in-Fact on behalf of Randa Duncan Williams

04/08/2010

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Following the death of Dan L. Duncan on March 29, 2010, beneficial ownership was acquired by the reporting person due to the reporting person becoming a voting trustee pursuant to the Dan Duncan LLC Voting Trust Agreement and the EPCO, Inc. Voting Trust Agreement, the voting trustees' control of Dan Duncan LLC ("Duncan LLC") and Enterprise Products Company (formerly named EPCO, Inc., "EPCO"), and the reporting person's pecuniary interest in the estate of Dan L. Duncan (the "Estate"). The reporting person disclaims beneficial ownership of the securities held by EPCO, Duncan LLC or their controlled affiliates other than to the extent of her pecuniary interest.

(2)

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These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of EPCO. The Estate beneficially owns 50.427% of the voting stock of EPCO. DFIDH is an indirect, wholly owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly owned subsidiaries of DFI.

- (3) These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by Duncan LLC. The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly owned subsidiary of Duncan LLC. The Estate beneficially owns all the member interests of Duncan LLC.

- (4) These Common Units are owned by Enterprise Unit L.P. ("Enterprise Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit.

- (5) These Common Units are owned by EPCO Unit L.P. ("EPCO Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPCO Unit.

- (6) These Common Units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.

- (7) 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.

- (8) 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 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.

- (9) 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.

- (10) 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.

- (11) The power of attorney under which this form was signed is attached.

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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