BOURDON LYNN L III

Form 4

September 09, 2011

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

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

Partnership

(Print or Type Responses)

BOURDON LYNN L III

1. Name and Address of Reporting Person *

			ENTERPI PARTNEI					(Check	all applicable)
(Last)	(First)	(Middl	,	3. Date of Earliest Transaction (Month/Day/Year)				Director _X Officer (give	title Oth	Owner er (specify
1100 LOUISIA 1000	ANA STRE	ET, SU	•				b	elow) Senior	below) Vice Presiden	t
	(Street)		4. If Amenda	nent, Date (Original		6	. Individual or Joi	int/Group Filir	g(Check
			Filed(Month/	Day/Year)				Applicable Line) X_ Form filed by O	1 0	
HOUSTON, T	X 77002						- P	Form filed by M erson	ore than One Re	porting
(City)	(State)	(Zip)	Table I	- Non-Deri	vative Seco	urities	Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	any		2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquire Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			l of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature o Indirect Beneficial Ownership (Instr. 4)
Common				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Units Representing Limited Partnership Interests	09/07/202	11		A	13,390	A	\$ 0 (1)	245,635	D	
Common Units Representing Limited								300	I	By son

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Interests

Common

Units

Representing 300 I By son (2)

Limited

Partnership 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)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

D	Relationships		
Reporting Owner Name / Address			

Director 10% Owner Officer Other

BOURDON LYNN L III 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002

Senior Vice President

Date

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Lynn L. Bourdon, III

09/09/2011

**Signature of Reporting Person

Reporting Owners 2

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).
 - Acquired pursuant to the Agreement and Plan of Merger dated as of April 28, 2011, by and among Enterprise Products Partners L.P. ("EPD"), Enterprise Products Holdings LLC, EPD MergerCo LLC, Duncan Energy Partners L.P. ("DEP"), and DEP Holdings, LLC (the
- (1) "MLP Merger Agreement") as Merger Consideration (as defined in the MLP Merger Agreement). On the effective date of the merger, the closing price of the Units of DEP on the New York Stock Exchange ("NYSE") was \$41.22 and the closing price of the Common Units of EPD on the NYSE was \$40.83.
- (2) 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. 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.