

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 18, 2016

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ORDEMANN WILLIAM**

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  
1000**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/16/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Executive Vice President**

(Street)  
**HOUSTON, TX 77002**

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>(Instr. 3)                                     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|--|--|--|---|
|  |   |   |                                      | (A)<br>or<br>(D)   | Price  |  |   |
| Common<br>Units<br>Representing<br>Limited<br>Partnership<br>Interests |   |   | Code                                 | V  | Amount   | 895,880  | D   |

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**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deri<br>Secu<br>(Inst |                                     |   |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|--------------------------------|-------------------------------------|---|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                          | Amount<br>or<br>Number<br>of Shares |   |
| Phantom<br>Units                                    | (1)  |   |   |                                      |  |  |     | (2)   | (2)                | Common<br>Units                | 30,000                              |   |
| Phantom<br>Units                                    | (1)  |   |   |                                      |  |  |     | (3)   | (3)                | Common<br>Units                | 30,000                              |   |
| Phantom<br>Units                                    | (1)  |   |   |                                      |  |  |     | (4)   | (4)                | Common<br>Units                | 6,500                               |   |
| Phantom<br>Units                                    | (1)  | 02/16/2016                              |   | A                                    |  | 65,000   |     | (5)   | (5)                | Common<br>Units                | 65,000                              | S |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| ORDEMANN WILLIAM<br>1100 LOUISIANA STREET<br>SUITE 1000<br>HOUSTON, TX 77002 | Executive Vice President         |

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of William  
Ordemann

02/18/2016

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).

(1) Each phantom unit is the economic equivalent of one Enterprise Products Partners L.P. ("EPD") common unit.

(2) These phantom units vest in three remaining equal annual installments beginning on February 19, 2016. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(3) These phantom units vest in four equal annual installments beginning on February 18, 2016. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

## Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 4

- (4) These phantom units vest in four equal annual installments beginning on August 3, 2016. Each 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 four equal annual installments beginning on February 16, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (6) 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.