#### **BOURDON LYNN L III**

Form 4

February 24, 2011

## FORM 4

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

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BOURDON LYNN L III** Issuer Symbol ENTERPRISE PRODUCTS (Check all applicable) PARTNERS L P [EPD] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director Other (specify X\_ Officer (give title (Month/Day/Year) below) 1100 LOUISIANA STREET, SUITE 02/22/2011 Senior Vice President 1000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership (Instr. 3) Code (D) Beneficially Form: (Instr. 3, 4 and 5) Direct (D) (Month/Day/Year) (Instr. 8) Owned or Indirect Following

Indirect Beneficial Ownership (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D)

Common

Units

Limited

Representing

 $A_{-}^{(1)}$ 02/22/2011 22,000 \$0  $230,707^{(2)}$ D

Partnership **Interests** 

300 Ι Common By son

Units

Representing Limited Partnership

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Interests

Common

Units

Representing 300 I By son (3)

Limited Partnership

Interests

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

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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)	4. Transaction Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	int of 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**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Senior Vice President

**Signatures** 

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

Bourdon, III

02/24/2011

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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## **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) Includes Common Units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.
- This number includes 14,000 units that were correctly reported as having been acquired on February 23, 2010 (as set forth on a Form 4 filed on behalf of the Reporting Person on February 25, 2010) but were inadvertently omitted from the total ownership amounts set forth in Column 5 of each of the subsequent Form 4s filed with respect to transactions on May 3, 2010, August 4, 2010, August 6, 2010 and November 22, 2010.
- (3) 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.