

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

March 17, 2015

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

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(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)
**1100 LOUISIANA STREET, SUITE
1000**

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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 (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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Units Representing Limited Partnership Interests	03/13/2015		P		3,225,057	A	\$ 31.01	33,708,091	I	By EPCO Investments <u>(1)</u>
Common Units Representing Limited Partnership								2,373,055	I	By RDW Family Trust <u>(2)</u>

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Interests			
Common Units Representing Limited Partnership Interests	2,373,055	I	By DDA Family Trust ⁽³⁾
Common Units Representing Limited Partnership Interests	2,373,055	I	By MDF Family Trust ⁽⁴⁾
Common Units Representing Limited Partnership Interests	2,373,055	I	By SDD Family Trust ⁽⁵⁾
Common Units Representing Limited Partnership Interests	1,046,612	I	By EPCO ⁽⁶⁾
Common Units Representing Limited Partnership Interests	15,679,258	I	By EPCO Holdings ⁽⁷⁾
Common Units Representing Limited Partnership Interests	531,305,919	I	By DFI ⁽⁸⁾
Common Units Representing Limited Partnership Interests	41,762	I	By DDLLC ⁽⁹⁾
Common Units Representing Limited	81,688,412	I	By DFI GP Holdings ⁽¹⁰⁾

Partnership
Interests

Common
Units

Representing
Limited
Partnership
Interests

326,000

I

By A&W
Ltd. ⁽¹¹⁾

Common
Units

Representing
Limited
Partnership
Interests

9,090

I

By spouse

Common
Units

Representing
Limited
Partnership
Interests

4,040

I

Jointly with
spouse ⁽¹²⁾

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
number.**

SEC 1474
(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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WILLIAMS RANDA DUNCAN
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

X X

Enterprise Products Co
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

X

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Randa Duncan Williams and Assistant
Secretary of Enterprise Products Company

03/17/2015

__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 are owned directly by EPCO Investments, LLC ("EPCO Investments"), a direct wholly owned subsidiary of Enterprise Products Company ("EPCO"). Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO Investments, except to the extent of her pecuniary interest therein.
- (2) These common units are owned directly by The Randa Duncan Williams 2003 Family Trust (the "RDW Family Trust"). Ms. Williams does not serve as a trustee of the RDW Family Trust and therefore disclaims beneficial ownership of the common units owned directly by the RDW Family Trust.
- (3) These common units are owned directly by The Dannine Duncan Avara 2003 Family Trust (the "DDA Family Trust"), for which Ms. Williams serves as a trustee. Ms. Williams disclaims beneficial ownership of the common units owned directly by the DDA Family Trust, except to the extent of her pecuniary interest therein.
- (4) These common units are owned directly by The Milane Duncan Frantz 2003 Family Trust (the "MDF Family Trust"), for which Ms. Williams serves as a trustee. Ms. Williams disclaims beneficial ownership of the common units owned directly by the MDF Family Trust, except to the extent of her pecuniary interest therein.
- (5) These common units are owned directly by The Scott D. Duncan 2003 Family Trust (the "SDD Family Trust"), for which Ms. Williams serves as a trustee. Ms. Williams disclaims beneficial ownership of the common units owned directly by the SDD Family Trust, except to the extent of her pecuniary interest therein.
- (6) These common units are owned directly by EPCO. Ms. Williams serves as one of three voting trustees who collectively have voting and dispositive power over a majority of the outstanding voting stock of EPCO. Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO, except to the extent of her pecuniary interest therein.
- (7) The common units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), a direct wholly owned subsidiary of EPCO. Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO Holdings, except to the extent of her pecuniary interest therein.
- (8) These common units are owned directly by Duncan Family Interests, Inc. ("DFI"), a direct wholly owned subsidiary of EPCO Holdings. Ms. Williams disclaims beneficial ownership of the common units owned directly by DFI, except to the extent of her pecuniary interest therein.
- (9) These common units are owned directly by Dan Duncan LLC ("DDLLC"), which directly owns 100% of the outstanding membership interests of Enterprise Products Holdings LLC, the issuer's general partner. Ms. Williams serves as one of three voting trustees who collectively have voting and dispositive power over 100% of the membership interests of DDLLC. Ms. Williams disclaims beneficial ownership of the common units owned directly by DDLLC, except to the extent of her pecuniary interest therein.
- (10) These common units are owned directly by DFI GP Holdings, L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings, and DDLLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is a direct wholly owned subsidiary of DDLLC. DFI directly owns a 95% limited partner interest in DFI GP Holdings. Ms. Williams disclaims beneficial ownership of the common units owned directly by DFI GP Holdings, except to the extent of her pecuniary interest therein.

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- (11) These common units are owned directly by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams' spouse. Ms. Williams disclaims beneficial ownership of the common units owned directly by A&W Ltd., except to the extent of her pecuniary interest therein.
- (12) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code P - Open market or private purchase of non-derivative or derivative security

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.