ENTERPRISE PRODUCTS PARTNERS L P
Form 4
January 04, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS RANDA DUNCAN

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ENTERPRISE PRODUCTS PARTNERS L P [EPD]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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	12/31/2010		P		8,741,517	A (1)	$ 41.61	8,741,517	I	By EPCO Investments (2)
Common Units Representing Limited Partnership	12/31/2010		P		6,500,000	A (3)	$ 41.61	15,241,517	I	By EPCO Investments (2)

Interests			
Common Units Representing Limited Partnership Interests	257,909,910	I	By DFI (4) (5)
Common Units Representing Limited Partnership Interests	7,739,181	I	By EPCO Holdings (6)
Common Units Representing Limited Partnership Interests	40,844,206	I	By DFI GP Holdings (7)
Common Units Representing Limited Partnership Interests	112,500	I	By A&W Ltd. (8)
Common Units Representing Limited Partnership Interests	20,881	I	By Enterprise Products Holdings LLC (9)
Common Units Representing Limited Partnership Interests	523,306	I	By EPCO (10)
Common Units Representing Limited Partnership Interests	437,500	I	By Family Trust (11)

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 SEC 1474 (9-02)

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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)	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. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Enterprise Class B Units	$ 0							(12)	(12)	Common Units	4,520,431	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/Stephanie C. Hildebrandt on behalf of Randa Duncan Williams (as Attorney-in-Fact) and EPCO	01/04/2011
**Signature of Reporting Person	Date
Stephanie C. Hildebrandt	01/04/2011
**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 were initially acquired in a private transaction from the Duncan Family 1998 Trust (the "1998 Trust") by Enterprise Products Company, formerly named EPCO, Inc. ("EPCO") on December 31, 2010. Effective the same day, EPCO contributed these Common Units to EPCO Investments, LLC ("EPCO Investments"), a direct, wholly owned subsidiary of EPCO.

(2) These Common Units are owned directly by EPCO Investments.

(3) These Common Units were initially acquired in a private transaction from the Duncan Family 2000 Trust (the "2000 Trust") by EPCO on December 31, 2010. Effective the same day, EPCO contributed these Common Units to EPCO Investments.

(4) These Units are directly owned by Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly owned subsidiary of EPCO. The Estate of Dan L. Duncan (the "Estate") owns a beneficial interest of 50.42% of the voting stock of EPCO.

(5) 136,772,874 of these Common Units were acquired by DFI on December 31, 2010 upon consummation of the merger of DFI Delaware Holdings L.P. ("DFIDH") with and into DFI. Prior to the merger, DFIDH was an indirect, wholly owned subsidiary of DFI.

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

(7) 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 Dan Duncan LLC ("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.

(8) These Common Units are owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.

(9) These Common Units are owned by Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC), the general partner of Enterprise Products Partners L.P. ("EPD") and a wholly owned subsidiary of Duncan LLC.

(10) These Common Units are owned directly by EPCO.

(11) 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.

(12) 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.

(13) 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.
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