

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WILLIAMS RANDA DUNCAN</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ENTERPRISE PRODUCTS PARTNERS L</u> <u>P [ EPD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	\$41.61	8,741,517	I	By EPCO Investments <sup>(2)</sup>
Common Units Representing Limited Partnership Interests	12/31/2010		P		6,500,000	A <sup>(3)</sup>	\$41.61	15,241,517	I	By EPCO Investments <sup>(2)</sup>
Common Units Representing Limited Partnership Interests								257,909,910	I	By DFI <sup>(4)(5)</sup>
Common Units Representing Limited Partnership Interests								7,739,181	I	By EPCO Holdings <sup>(6)</sup>
Common Units Representing Limited Partnership Interests								40,844,206	I	By DFI GP Holdings <sup>(7)</sup>
Common Units Representing Limited Partnership Interests								112,500	I	By A&W Ltd. <sup>(8)</sup>
Common Units Representing Limited Partnership Interests								20,881	I	By Enterprise Products Holdings LLC <sup>(9)</sup>
Common Units Representing Limited Partnership Interests								523,306	I	By EPCO <sup>(10)</sup>
Common Units Representing Limited Partnership Interests								437,500	I	By Family Trust <sup>(11)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Enterprise Class B Units	\$0.00							(12)	(12)	Common Units	4,520,431	4,520,431	I	By DFI <sup>(4)</sup> <sup>(13)</sup>

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)	
1. Name and Address of Reporting Person*			
<a href="#">Enterprise Products Co</a>			
(Last)	(First)	(Middle)	
1100 LOUISIANA STREET			
SUITE 1000			
(Street)	HOUSTON	TX	77002
(City)	(State)	(Zip)	

**Explanation of Responses:**

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

[/s/Stephanie C. Hildebrandt on behalf of Randa Duncan Williams \(as Attorney-in-Fact\) and EPCO](#) 01/04/2011  
[Stephanie C. Hildebrandt](#) 01/04/2011  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**