

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**DUNCAN ENERGY PARTNERS L.P.**  
(Name of Issuer)

**Common Units**  
(Title of Class of Securities)

**265026 10 4**  
(CUSIP Number)

**Richard H. Bachmann**  
**1100 Louisiana Street, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**

(Name, Address and Telephone Number  
of Person Authorized to Receive Notices  
and Communications)

**March 29, 2010**  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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SCHEDULE 13D

CUSIP No.		265026 10 4			
1	<b>NAME OF REPORTING PERSON</b> <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> Randa Duncan Williams				
2	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b>				
	(a)				<input type="checkbox"/>
	(b)				<input type="checkbox"/>
3	<b>SEC USE ONLY</b>				
4	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO				
5	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</b> <input type="checkbox"/>				
6	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America				
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	<b>SOLE VOTING POWER</b> 0			
	8	<b>SHARED VOTING POWER</b> 33,894,540			
	9	<b>SOLE DISPOSITIVE POWER</b> 0			
	10	<b>SHARED DISPOSITIVE POWER</b> 33,894,540			
11	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 33,894,540				
12	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> N/A				
13	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 58.7%				
14	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN				

**SCHEDULE 13D**

<b>CUSIP No.</b>		265026 10 4		
<b>1</b>	<b>NAME OF REPORTING PERSON</b> <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> The Voting Trustees of the Dan Duncan LLC Voting Trust			
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b>		<b>(a)</b>	<input type="checkbox"/>
			<b>(b)</b>	<input type="checkbox"/>
<b>3</b>	<b>SEC USE ONLY</b>			
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO			
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</b> <input type="checkbox"/>			
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America			
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>		<b>7</b>	<b>SOLE VOTING POWER</b>	
			0	
		<b>8</b>	<b>SHARED VOTING POWER</b>	
			33,783,587	
		<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>	
			0	
		<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>	
			33,783,587	
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 33,783,587			
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b>			<input type="checkbox"/> N/A
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 58.6%			
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> IN			

**SCHEDULE 13D**

<b>CUSIP No.</b>		265026 10 4		
<b>1</b>	<b>NAME OF REPORTING PERSON</b> <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> The Voting Trustees of the EPCO, Inc. Voting Trust			
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</b>		<b>(a)</b>	<input type="checkbox"/>
			<b>(b)</b>	<input type="checkbox"/>
<b>3</b>	<b>SEC USE ONLY</b>			
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO			
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)</b>			<input type="checkbox"/>
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America, Texas			
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>		<b>7</b>	<b>SOLE VOTING POWER</b> 0	
		<b>8</b>	<b>SHARED VOTING POWER</b> 99,453	
		<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0	
		<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 99,453	
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 99,453			
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b>			<input type="checkbox"/> N/A
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 0.2%			
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> IN			

## Item 1. Security and Issuer.

This Schedule 13D relates to the units (the "Units") representing limited partner interests in Duncan Energy Partners L.P., a Delaware limited partnership (the "Issuer" or "DEP"), whose principal executive offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

## Item 2. Identity and Background.

This Schedule 13D is being filed by:

(1) the voting trustees (the "DD LLC Trustees") of the Dan Duncan LLC Voting Trust (the "DD LLC Voting Trust") pursuant to the Dan Duncan LLC Voting Trust Agreement by and among Dan Duncan LLC, Dan L. Duncan as the sole member and Dan L. Duncan as the initial voting trustee (the "DD Trust Agreement");

(2) the voting trustees (the "EPCO Trustees") of the EPCO, Inc. Voting Trust (the "EPCO Voting Trust") pursuant to the EPCO, Inc. Voting Trust Agreement, by and among EPCO, Inc., Dan L. Duncan as the shareholder and Dan L. Duncan as the initial voting trustee (the "EPCO Trust Agreement"); and

(3) Randa Duncan Williams, an individual person.

The DD LLC Trustees are voting trustees that collectively hold the sole membership interest in Dan Duncan LLC, a Texas limited liability company ("DD LLC"), on behalf of the estate of Dan Duncan (the "Estate") as the beneficial owner of the membership interests succeeding Dan L. Duncan. The voting trustees under the DD Trust Agreement consist of up to three trustees. The current DD LLC Trustees are: (1) Randa Duncan Williams, a daughter of Mr. Duncan; (2) Dr. Ralph S. Cunningham; and (3) Richard H. Bachmann. Dr. Cunningham and Mr. Bachmann are also currently directors of DEP Holdings, LLC, a Delaware limited liability company and the sole general partner of the Issuer ("DEP Holdings"). The DD Trust Agreement is governed by Texas law. The business address of the DD LLC Trustees is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

The EPCO Trustees are voting trustees that collectively hold all of the outstanding shares of Class A Common Stock, the only class of capital stock with voting rights (the "Class A Common Stock"), in Enterprise Products Company, a Texas corporation formerly named EPCO, Inc. ("EPCO"), on behalf of the Estate as the beneficial owner succeeding Dan L. Duncan, who was the beneficial owner of the Class A Common Stock. The voting trustees under the EPCO Trust Agreement consist of up to three voting trustees. The current EPCO Trustees are: (1) Randa Duncan Williams; (2) Dr. Ralph S. Cunningham; and (3) Richard H. Bachmann. The EPCO Trust Agreement is governed by Texas law. The business address of the EPCO Trustees is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

Randa Duncan Williams is a voting trustee of each of the DD LLC Voting Trust and the EPCO Voting Trust and a beneficiary of the Estate. The business address of Ms. Williams is 1100 Louisiana Street, 10th Floor, Houston, Texas 77002.

As of April 8, 2010, no executor had been appointed for the Estate.

Dr. Cunningham is currently the President and Chief Executive Officer of EPE Holdings. Dr. Cunningham is also Group Vice Chairman and a Director of EPCO, and Executive Vice President and a Manager of DD LLC. Dr. Cunningham is a U.S. citizen.

Mr. Bachmann is currently the Executive Vice President and Chief Legal Officer of Enterprise Products GP, LLC (the general partner of Enterprise Products Partners L.P.), and the President and Chief Executive Officer of the general partner of Duncan Energy Partners L.P. Mr. Bachmann is also Group Vice Chairman, Chief Legal Officer, Secretary and a Director of EPCO, and Executive Vice President, Chief Legal Officer, Secretary a Manager of DD LLC. Mr. Bachmann is a U.S. citizen.

Ms. Williams is currently Group Co-Chairman of EPCO. Ms. Williams is a U.S. citizen.

The DD LLC Trustees, the EPCO Trustees and Randa Duncan Williams are collectively referred to herein as the “Reporting Persons.”

During the last five years, no Reporting Person has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

Upon the passing of Dan L. Duncan on March 29, 2010, voting control of the membership interest of DD LLC was transferred to the DD LLC Trustees pursuant to the DD Trust Agreement among DD LLC, Dan L. Duncan, as member, and Dan L. Duncan, as initial sole voting trustee. The Estate is the successor to Mr. Duncan’s personal beneficial ownership of the membership interests in DD LLC.

Upon the passing of Dan L. Duncan on March 29, 2010, voting control of all of Dan L. Duncan’s Class A Common Stock of EPCO was transferred to the EPCO Trustees pursuant to the EPCO Trust Agreement among EPCO, Dan L. Duncan as a shareholder, and Dan L. Duncan as the voting trustee. The Estate is the successor to Mr. Duncan’s personal beneficial ownership of the interests in the Class A Common Stock of EPCO.

**Item 4. Purpose of the Transaction.**

As disclosed in Item 3, the DD LLC Trustees collectively obtained record ownership of the membership interests of DD LLC on March 29, 2010 as a result of the passing of Dan L. Duncan. The DD LLC Trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expense deemed necessary and proper for administering the DD Trust Agreement and to reimbursement and indemnification.

The EPCO Trustees collectively obtained record ownership of the Class A Common Stock of EPCO on March 29, 2010 as a result of the passing of Dan L. Duncan. The EPCO Trustees serve in such capacity without compensation, but they are entitled to incur reasonable charges and expense deemed necessary and proper for administering the EPCO Trust Agreement and to reimbursement and indemnification.

Other than described above, none of the Reporting Persons has any plans or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D, although they reserve the right to formulate such plans or proposals in the future.

**Item 5. Interests in Securities of the Issuer.**

(a) and (b) As set forth herein, pursuant to the DD LLC Trust Agreement, the DD LLC Trustees have shared voting and dispositive power over the 33,783,587 Units beneficially owned by DD LLC, representing approximately 58.6% of the outstanding Units as of March 29, 2010. DD LLC owns the general partner of Enterprise GP Holdings L.P., which owns the general partner of Enterprise Products Partners L.P., which owns indirectly all of the partnership interests of Enterprise GTM Holdings L.P., which owns 33,783,587 of our Units. Except as set forth in the DD LLC Trust Agreement, voting with respect to membership interests of DD LLC by the DD LLC Trustees is by majority vote.

As set forth herein, the EPCO Trustees have shared voting and dispositive power over the 99,453 Units beneficially owned by EPCO, representing approximately 0.2% of the outstanding Units as of March 29, 2010. The Units beneficially owned by EPCO consist of the 99,453 Units owned by its wholly owned subsidiary, EPCO Holdings Inc. Except as set forth in the EPCO Trust Agreement, voting with respect to Class A Common Stock by the EPCO Trustees is by majority vote.

As set forth herein, Randa Duncan Williams has shared voting and dispositive power over 33,894,540 Units, representing approximately 58.7% of the outstanding Units as of March 29, 2010, consisting of: (i) 33,783,587 Units beneficially owned by DD LLC; (ii) the 99,453 Units beneficially owned by EPCO; (iii) 5,000 Units owned by Alkek and Williams, Ltd., an affiliate of Ms. Williams; (iv) 4,500 Units owned by Ms. Williams' spouse; and (v) 2,000 Units held jointly by Ms. Williams and her spouse.

(c) Except as otherwise set forth herein or below, none of the Reporting Persons has effected any transactions in Units in the past 60 days.

(d) No person other than as set forth in the response to this Item 5 has the right to receive or the power to direct the receipt of distributions or dividends from, or the proceeds from the transfer of, the Units beneficially owned by the Reporting Persons.

(e) Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The information set forth under Items 3, 4 and 5 are incorporated in this Item 6 by reference.

#### **Item 7. Material to be Filed as Exhibits.**

- 99.1 Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated February 5, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K filed February 5, 2007).
- 99.2 Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated December 27, 2007 (incorporated by reference to Exhibit 3.1 to Form 8-K/A filed January 3, 2008).
- 99.3 Amendment No. 2 to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated November 6, 2008 (incorporated by reference to Exhibit 3.4 to Form 10-Q filed November 10, 2008).
- 99.4 Third Amendment to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P., dated December 8, 2008 (incorporated by reference to Exhibit 3.1 to Form 8-K filed December 8, 2008).
- 99.5 Fourth Amendment to the Amended and Restated Agreement of Limited Partnership of Duncan Energy Partners L.P. dated June 15, 2009 (incorporated by reference to Exhibit 3.1 to Form 8-K filed June 15, 2009).
- 99.6\* Joint Filing Statement.

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\* - Filed herewith.

**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: April 8, 2010

The DD LLC TRUSTEES pursuant to the Dan Duncan LLC Voting Trust Agreement

By: /s/ Randa Duncan Williams  
Randa Duncan Williams  
Trustee

/s/ Ralph S. Cunningham  
Dr. Ralph S. Cunningham  
Trustee

/s/ Richard H. Bachmann  
Richard H. Bachmann  
Trustee

Dated: April 8, 2010

The EPCO TRUSTEES pursuant to the EPCO, Inc. Voting Trust Agreement

By: /s/ Randa Duncan Williams  
Randa Duncan Williams  
Trustee

/s/ Ralph S. Cunningham  
Dr. Ralph S. Cunningham  
Trustee

/s/ Richard H. Bachmann  
Richard H. Bachmann  
Trustee

Dated: April 8, 2010

RANDA DUNCAN WILLIAMS

By: /s/ Randa Duncan Williams





JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned does hereby consent and agree to the joint filing on behalf of each of them of a Statement on Schedule 13D and all amendments thereto with respect to the units representing limited partner interests in Duncan Energy Partners L.P. beneficially owned or controlled by each of them, as applicable, and to the inclusion of this Joint Filing Agreement as an exhibit thereto.

Dated: April 8, 2010

The DD LLC TRUSTEES pursuant to the Dan Duncan LLC Voting Trust Agreement

By: /s/ Randa Duncan Williams  
Randa Duncan Williams  
Trustee

/s/ Ralph S. Cunningham  
Dr. Ralph S. Cunningham  
Trustee

/s/ Richard H. Bachmann  
Richard H. Bachmann  
Trustee

Dated: April 8, 2010

The EPCO TRUSTEES pursuant to the EPCO, Inc. Voting Trust Agreement

By: /s/ Randa Duncan Williams  
Randa Duncan Williams  
Trustee

/s/ Ralph S. Cunningham  
Dr. Ralph S. Cunningham  
Trustee

/s/ Richard H. Bachmann  
Richard H. Bachmann  
Trustee

Dated: April 8, 2010

RANDA DUNCAN WILLIAMS

By: /s/ Randa Duncan Williams

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