

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>KNESEK MICHAEL J</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 GP Holdings L.P. [EPE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, PAO, & Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year) 08/10/2010		

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			
Units Representing Limited Partnership Interests	08/06/2010		M ⁽¹⁾		1,615	A	\$0.00 ⁽¹⁾	1,615	I ⁽²⁾	By spouse

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						Title
Class B Limited Partnership Interest in EPE Unit III L.P.	(1)	08/06/2010		M ⁽¹⁾		0 ⁽¹⁾		(1)	(1)	Units	(1)	\$0.00	0 ⁽¹⁾	I ⁽³⁾⁽⁴⁾	By spouse

Explanation of Responses:

- On August 6, 2010, EPE Unit III L.P. ("EPE Unit III") was liquidated in accordance with its agreement of limited partnership. Upon EPE Unit III's liquidation, the Class B limited partner interest in EPE Unit III of the reporting person's spouse automatically converted into the right to receive 1,615 units representing limited partnership interests in Enterprise GP Holdings L.P. ("Units"), based on the spouse's percentage share of Class B limited partner interest in EPE Unit III immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of EPE Unit III, the spouse no longer has any interest in EPE Unit III.
- These securities are owned by the reporting person's spouse. The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These derivative securities were disposed of by the reporting person's spouse in connection with the dissolution of EPE Unit III. The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Michael J. Knesek 08/11/2010

** 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.