

| 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 *<br><u>CREEL MICHAEL A</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET<br>SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ENTERPRISE PRODUCTS PARTNERS L</u><br><u>P [ EPD ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President &amp; CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/03/2010   |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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 | 08/03/2010                           |  | M                              |   | 35,000  | A          | \$26.47 | 325,494   | D  |   |
| Common Units Representing Limited Partnership Interests | 08/03/2010                           |  | F                              |   | 28,354  | D          | \$37.75 | 297,140   | D  |   |
| Common Units Representing Limited Partnership Interests | 08/03/2010                           |  | M                              |   | 40,000  | A          | \$24.85 | 337,140   | D  |   |
| Common Units Representing Limited Partnership Interests | 08/03/2010                           |  | F                              |   | 31,314  | D          | \$37.75 | 305,826   | D  |   |

**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 |
| Employee Unit Option-Right To Buy          | \$26.47  | 08/03/2010                           |  | M                              |   | 35,000   |     | 08/04/2009   | 08/04/2015      | Common Units  | 35,000                                     | \$0.00   | 0   | D  |       |
| Employee Unit Option-Right To Buy          | \$24.85  | 08/03/2010                           |  | M                              |   | 40,000   |     | 05/01/2010   | 05/01/2016      | Common Units  | 40,000                                     | \$0.00   | 0   | D <sup>(1)</sup>                                       |       |

**Explanation of Responses:**

1. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

Transaction Codes: F - Payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3 M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3

/s/ Wendi S. Bickett, Attorney-in-Fact on behalf of Michael A. Creel  
 08/05/2010

\*\* 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.