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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2010

ENTERPRISE GP HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-32610
(Commission
File Number)

13-4297064
(IRS Employer
Identification No.)

1100 Louisiana St., 10th Floor, Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: **(713) 381-6500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Effective August 2, 2010, Dan Duncan LLC (“DDLLC”), the sole member of EPE Holdings, LLC (the “Company”), elected B. W. “Bill” Waycaster to the Board of Directors of the Company (the “Board”), which is the general partner of Enterprise GP Holdings L.P. (the “Partnership”). Mr. Waycaster has also been appointed to the Audit, Conflicts and Governance Committee of the Board.

Mr. Waycaster, age 71, has served as a principal manager of family investments since his retirement in 2003. Prior to retiring, Mr. Waycaster served as president and chief executive officer of the general partner of Texas Petrochemicals LP from 1992 to April of 2003, following a 27-year career with The Dow Chemical Company (“Dow”). Texas Petrochemicals LP and its affiliates filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code in July 2003. At Dow, Mr. Waycaster held numerous executive and managerial positions, including vice president of Business and Asset Management when he oversaw a \$5-billion operation that included basic petrochemicals, energy and feedstock supply, sales and marketing, product storage and distribution, supply chain management, and strategic planning. DDLLC and the Board determined that Mr. Waycaster’s more than 40 years of experience in the hydrocarbon processing industry and knowledge of the petrochemical and refining sectors qualify him to serve as a director of the Company, and that he will add further independent oversight to the Board along with his additional duties serving as a member of the Board’s Audit, Conflicts and Governance Committee.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. **Description**

99.1 Press Release dated August 2, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE GP HOLDINGS L.P.

By: EPE Holdings, LLC,
its General Partner

Date: August 4, 2010

By: /s/ Michael J. Knesek
Michael J. Knesek
*Senior Vice President, Controller and Principal
Accounting Officer of EPE Holdings, LLC*

EXHIBIT INDEX

Exhibit No. **Description**

99.1 Press Release dated August 2, 2010.



P.O. Box 4323
Houston, TX 77210
(713) 381-6500

**ENTERPRISE GP HOLDINGS ELECTS
WAYCASTER TO BOARD OF DIRECTORS**

Houston, Texas (August 2, 2010) – Enterprise GP Holdings L.P., (NYSE: EPE) today announced that B.W. “Bill” Waycaster has been elected to the board of directors of its general partner, EPE Holdings, LLC (“EPE GP”), effective August 2, 2010. His duties as director will include serving as a member of the board’s Audit, Conflicts and Governance Committee. With the election of Mr. Waycaster, the EPE GP board now consists of eight directors, including four independent directors and two directors that hold executive officer positions.

Since retiring in 2003, Mr. Waycaster has served as a principal manager of family investments. Prior to retiring, he served as president and chief executive officer of Texas Petrochemicals LLC from 1992 to April of 2003. During a career with the Dow Chemical Company that spanned 27 years, he held numerous executive and managerial positions, including vice president of Business and Asset Management. In that role he oversaw a \$5-billion operation that included basic petrochemicals, energy and feedstock supply, sales and marketing, product storage and distribution, supply chain management, and strategic planning.

“With more than 40 years of experience in the hydrocarbon processing industry and vast knowledge of the petrochemical and refining sectors, we are very fortunate to have Bill as a member of the Enterprise team and confident he will make a strong contribution to the continued success of the organization,” said Dr. Ralph S. Cunningham, president and chief executive officer of Enterprise GP Holdings.

Mr. Waycaster is a past board member of numerous professional and industry organizations, and contributes much of his time and energy in support of various charitable causes in the Houston area. He holds a Bachelor of Science degree from

Mississippi State University and currently lives in Montgomery, Texas with his wife of 51 years.

Enterprise GP Holdings L.P. is one of the largest publicly traded GP partnerships and it owns the general partner of, and limited partner interests in, Enterprise Products Partners L.P. (NYSE: EPD). It also owns a non-controlling interest in the general partner of, and limited partner interests in, Energy Transfer Equity, L.P. Additional information is available at www.enterprisegp.com.

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