

**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) 11/22/2010	
		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	11/22/2010		A		884,917	A	\$0.00 <sup>(1)</sup>	7,739,181	I	By EPCO Holdings <sup>(2)</sup>
Common Units Representing Limited Partnership Interests	11/22/2010		A		114,361,197	A	\$0.00 <sup>(1)</sup>	121,137,036	I	By DFI <sup>(3)</sup>
Common Units Representing Limited Partnership Interests	11/22/2010		A		37,744,206	A	\$0.00 <sup>(1)</sup>	40,844,206	I	By DFI GP Holdings <sup>(4)</sup>
Common Units Representing Limited Partnership Interests	11/22/2010		A		112,500	A	\$0.00 <sup>(1)</sup>	112,500	I	By A&W Ltd. <sup>(5)</sup>
Common Units Representing Limited Partnership Interests	11/22/2010		A		20,881	A	\$0.00 <sup>(1)</sup>	20,881	I	By Enterprise Products Holdings LLC <sup>(6)</sup>
Common Units Representing Limited Partnership Interests	11/22/2010		J <sup>(7)</sup>		21,563,177	D	\$0.00 <sup>(7)</sup>	0	I	By EGPH <sup>(7)</sup>
Common Units Representing Limited Partnership Interests								136,772,876 <sup>(8)</sup>	I	By DFIDH <sup>(9)</sup>
Common Units Representing Limited Partnership Interests								523,306	I	By Enterprise Products Company <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 <sup>(10)</sup>							(12)	(12)	Common Units		4,520,431	I	By DFI <sup>(3)</sup> (13)

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\*

[EPCO Holdings, Inc.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DUNCAN FAMILY INTERESTS, INC.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Enterprise Products Holdings LLC](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

#### Explanation of Responses:

1. Acquired pursuant to the Agreement and Plan of Merger dated as of September 3, 2010, by and among Enterprise Products Partners L.P. ("EPD"), Enterprise Products GP, LLC, Enterprise ETE LLC, Enterprise GP Holdings L.P. ("Holdings") and EPE Holdings, LLC (the "MLP Merger Agreement") as Merger Consideration (as defined in the MLP Merger Agreement). On the effective date of the merger, the closing price of the Units of Enterprise GP Holdings L.P. on the New York Stock Exchange ("NYSE") was \$63.99 and the closing price of the Common Units of EPD on the NYSE was \$42.74.
2. These Common Units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"). EPCO Holdings is an indirect, wholly owned subsidiary of Enterprise Products Company ("EPCO").
3. 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.
4. 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.
5. These Common Units are owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
6. These Common Units are owned by Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC), the general partner of EPD and a wholly owned subsidiary of Duncan LLC.
7. Prior to the transactions contemplated by the MLP Merger Agreement, these Common Units were owned by Enterprise GP Holdings L.P. ("EGPH"). Following the transactions contemplated by the MLP Merger Agreement, EGP is now a wholly owned subsidiary of EPD, and these Common Units became treasury units and were cancelled.
8. A portion of these units were acquired under the issuer's distribution reinvestment plan.
9. These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of EPCO. The Estate owns 50.42% of the voting stock of EPCO. DFIDH is an indirect, wholly owned subsidiary of DFI, which is an indirect, wholly owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC ("DFI Delaware General"), and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly owned subsidiaries of DFI.
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 Codes: A - Grant, award or other acquisition pursuant to Rule 16b-3(d) J - Other acquisition or disposition

[/s/Stephanie C. Hildebrandt on  
behalf of Randa Duncan  
Williams \(as Attorney-in-Fact\)  
& EPCO; Mary S. Stawiekey on 11/24/2010  
behalf of DFI; Richard H.  
Bachmann on behalf of EPCO  
Holdings  
Stephanie C. Hildebrandt 11/24/2010](#)

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.

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