

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
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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) <u>08/06/2010</u>	
		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			
Units Representing Limited Partnership Interests	08/06/2010		M ⁽¹⁾		18,859	A	\$0.00 ⁽¹⁾	18,859	D	
Units Representing Limited Partnership Interests	08/06/2010		M ⁽²⁾		26,016	A	\$0.00 ⁽²⁾	44,875	D	
Units Representing Limited Partnership Interests	08/06/2010		M ⁽³⁾		40,378	A	\$0.00 ⁽³⁾	85,253	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
Class B Limited Partnership Interest in Enterprise Unit	(1)	08/06/2010		M ⁽¹⁾		0 ⁽¹⁾		(1)	(1)	Units	(1)	\$0.00	0 ⁽¹⁾	D	
Class B Limited Partnership Interest in EPE Unit L.P.	(2)	08/06/2010		M ⁽²⁾		0 ⁽²⁾		(2)	(2)	Units	(2)	\$0.00	0 ⁽²⁾	D	
Class B Limited Partnership Interest in EPE Unit III L.P.	(3)	08/06/2010		M ⁽³⁾		0 ⁽³⁾		(3)	(3)	Units	(3)	\$0.00	0 ⁽³⁾	D ⁽⁴⁾	

Explanation of Responses:

- On August 6, 2010, Enterprise Unit L.P. ("Enterprise Unit") was liquidated in accordance with its agreement of limited partnership. Upon Enterprise Unit's liquidation, the reporting person's Class B limited partner interest in Enterprise Unit automatically converted into the right to receive 18,859 units representing limited partnership interests in Enterprise GP Holdings L.P. ("Units"), based on the reporting person's percentage share of Class B limited partner interest in Enterprise Unit immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of Enterprise Unit, the reporting person no longer has any interest in Enterprise Unit.
- On August 6, 2010, EPE Unit L.P. ("EPE Unit") was liquidated in accordance with its agreement of limited partnership. Upon EPE Unit's liquidation, the reporting person's Class B limited partner interest in EPE Unit automatically converted into the right to receive 26,016 Units based on the reporting person's percentage share of Class B limited partner interest in EPE Unit immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of EPE Unit, the reporting person no longer has any interest in EPE Unit.
- 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 reporting person's Class B limited partner interest in EPE Unit III automatically converted into the right to receive 40,378 Units based on the reporting person'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 reporting person no longer has any interest in EPE Unit III.
- The power of attorney under which this form was signed is attached.

Remarks:

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

/s/Wendi S. Bickett, Attorney- 08/10/2010
in-Fact on behalf of Michael J.
Knesek

** 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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THIS DOCUMENT: That Michael J. Knesek, has made, constituted, and appointed, and by this document does make, constitute, and appoint RICHARD H. BACHMANN, STEPHANIE C. HILDEBRANDT, CHRISTOPHER S. WADE, and WENDI S. BICKETT, of the County of Harris, State of Texas, whose signatures are:

/s/Richard H. Bachman
Richard H. Bachmann, Attorney-in-Fact

/s/Stephanie C. Hildebrandt
Stephanie C. Hildebrandt, Attorney-in-Fact

/s/Christopher S. Wade
Christopher S. Wade, Attorney-in-Fact

/s/Wendi S. Bickett
Wendi S. Bickett, Attorney-in-Fact

or any of them, signing singly, its true and lawful attorney-in-fact, and in its name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer of EPE Holdings, LLC, the sole general partner of Enterprise GP Holdings L.P., (the "Company") any U.S. Securities and Exchange Commission Form 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder with respect to holdings of or trading in securities issued by the Company;

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form or any amendment thereto with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. Take any other action of any type whatsoever in connection with or in furtherance of the matters described in paragraphs 1 and 2 above which in the opinion of its attorney-in-fact may be of benefit to, and in the best interest of, or legally required by, the undersigned.

Giving and granting to each such attorney-in-fact full power and authority to do and perform every act necessary and proper to be done in the exercise of the foregoing powers as fully as it might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of August, 2009.

/s/Michael J. Knesek
Michael J. Knesek