

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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:	3235-0104
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<b>1. Name and Address of Reporting Person*</b> <u>CREEL MICHAEL A</u> <hr/> (Last) (First) (Middle) <u>1100 LOUISIANA STREET; SUITE 1000</u> <hr/> (Street) <u>HOUSTON TX 77002</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>01/29/2007</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Duncan Energy Partners L.P. [ DEP ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Executive VP and CFO</u></p>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Units Representing Limited Partnership Interest</u>	<u>0<sup>(1)</sup></u>	<u>D<sup>(2)</sup></u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- The reporting person does not beneficially own any securities of the company whether directly or indirectly.
- The power of attorney under which this form was signed is attached as Exhibit 24.

**Remarks:**

Philip C. Neisel, Attorney-in-Fact on behalf of Michael C. Creel 01/29/2007

\*\* 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 5 (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.

KNOW ALL PERSONS BY THIS DOCUMENT: That I, Michael A. Creel, have made, constituted, and appointed, and by this document do make, constitute, and appoint Ric

\_\_\_\_\_/s/ Richard H. Bachmann\_\_\_\_\_

Richard H. Bachmann, Attorney-in-Fact

\_\_\_\_\_/s/ Stephanie C. Hildebrandt\_\_\_\_\_

Stephanie C. Hildebrandt, Attorney-in-Fact

\_\_\_\_\_/s/ Philip C. Neisel\_\_\_\_\_

Philip C. Neisel, Attorney-in-Fact

\_\_\_\_\_/s/ William L. Soula\_\_\_\_\_

William L. Soula, Attorney-in-Fact

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

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as a director and officer of DEP Holdings, LLC, the sole general partner of
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 time
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 it

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

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

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this \_29\_ day of \_January\_, 2007.

\_\_\_\_\_/s/ Michael A. Creel\_\_\_\_\_

MICHAEL A. CREEL