

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

<b>1. Name and Address of Reporting Person *</b> <u>KNESEK MICHAEL J</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ENTERPRISE PRODUCTS PARTNERS L.P [ EPD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, PAO, & Controller
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/03/2015	
	<b>4. 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 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	02/03/2015		M <sup>(1)</sup>		60,000	A	\$16.135	617,912 <sup>(2)</sup>	D	
Common Units Representing Limited Partnership Interests	02/03/2015		F <sup>(3)</sup>		41,172	D	\$35.33	576,740	D	
Common Units Representing Limited Partnership Interests								182 <sup>(4)</sup>	I	By Spouse

**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	\$16.135	02/03/2015		M <sup>(1)</sup>			60,000	02/01/2015	12/31/2015	Common Units	60,000	\$0.00	0	D <sup>(5)</sup>	

**Explanation of Responses:**

1. Represents the exercise of employee unit options that vested in 2014, first became exercisable on February 1, 2015 and terminate on December 31, 2015 (to the extent not previously exercised). In accordance with the terms and conditions applicable to such awards, employee unit options granted by the issuer may only be exercised at certain times during the calendar year (typically the months of February, May, August and November).
2. On August 21, 2014 the common units of Enterprise Products Partners L.P. split 2-for-1, resulting in the reporting person's ownership of 278,956 additional units.
3. Represents the payment (by delivering or withholding common units) of the exercise price and/or tax liability incident to the exercise of the employee unit option described in Footnote 1 above.
4. On August 21, 2014 the common units of Enterprise Products Partners L.P. split 2-for-1, resulting in the reporting person's spouse's ownership of 91 additional units.
5. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

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

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Michael J. Knesek 02/04/2015

\*\* 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.