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**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): April 23, 2010

**DUNCAN ENERGY PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**1-33266**

(Commission File Number)

**20-5639997**

(I.R.S. Employer  
Identification No.)

**1100 Louisiana, 10th Floor  
Houston, Texas 77002**

(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**

(Registrant's Telephone Number, including Area Code)

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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.):

- 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) Richard H. Bachmann resigned effective April 23, 2010 as President and Chief Executive Officer of DEP Holdings, LLC (“DEP GP”), the general partner of Duncan Energy Partners L.P., to devote more time to the Duncan family’s private interests following the death of Dan L. Duncan on March 29, 2010. Mr. Bachmann will continue as a member of the board of directors of DEP GP.

(c) On April 23, 2010, the board of directors of DEP GP approved the management changes discussed in more detail below.

Effective immediately upon Mr. Bachmann’s resignation, W. Randall Fowler was promoted from Executive Vice President and Chief Financial Officer to President and Chief Executive Officer; and Bryan F. Bulawa was promoted from Senior Vice President and Treasurer to Senior Vice President, Chief Financial Officer and Treasurer.

W. Randall Fowler, 53, was elected Executive Vice President and Chief Financial Officer of DEP GP, EPE Holdings, LLC (“EPE Holdings”) and Enterprise Products GP, LLC (“EPGP”) in August 2007. Mr. Fowler has served as a Director of DEP GP since September 2006 and EPE Holdings and EPGP since February 2006. Mr. Fowler served as a Senior Vice President and Treasurer of DEP GP from October 2006 to August 2007. Mr. Fowler served as Senior Vice President and Treasurer of EPGP from February 2005 to August 2007. Mr. Fowler also served as Senior Vice President and Chief Financial Officer of EPE Holdings from August 2005 to August 2007. Mr. Fowler was elected President and Chief Executive Officer of Enterprise Products Company, formerly named EPCO, Inc. (“EPCO”), in December 2007. Prior to these elections, he served as Chief Financial Officer of EPCO from April 2005 to December 2007. Mr. Fowler, a certified public accountant (inactive), joined Enterprise Products Partners L.P. as Director of Investor Relations in January 1999. Mr. Fowler also serves as Chairman of the Board of the National Association of Publicly Traded Partnerships. Mr. Fowler will remain a director of DEP GP.

Bryan F. Bulawa, 40, was elected Senior Vice President and Treasurer of EPGP, EPE Holdings and DEP GP in October 2009, having served as Vice President and Treasurer of EPGP since July 2007. Prior to joining Enterprise, Mr. Bulawa spent 13 years at Scotia Capital, where he served as director of the firm’s U.S. Energy Corporate Finance and Distribution group.

**Item 7.01. Regulation FD Disclosure.**

Enterprise Products Partners L.P. issued a press release dated April 23, 2010 regarding the above officer changes. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in the press release attached as Exhibit 99.1 is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

**Item 9.01. Exhibits and Financial Statements**

Exhibit No.    Description

99.1            Press Release.



**Exhibit Index**

Exhibit No.    Description

99.1            Press Release





P.O. Box 4324  
Houston, TX 77210  
(713) 381-6500

**Duncan Energy Partners President and CEO  
Bachmann Resigns; Fowler Named as Successor**

Houston, Texas (April 23, 2010) – Duncan Energy Partners L.P. (NYSE:DEP) today announced that Richard H. Bachmann has resigned as president and chief executive officer of its general partner, effective April 23, 2010. Elected by the DEP board of directors to fill the vacated post is W. Randall “Randy” Fowler, who previously served as the partnership’s executive vice president and chief financial officer. Both have served in their current capacities since the formation of the partnership in October 2006. Bachmann, who is resigning in order to devote more time to the Duncan family’s private interests, will continue as a member of the DEP board of directors, as will Fowler.

“It has been a very rewarding experience to be a part of Duncan Energy Partners’ creation and its growth over the past three-and-a-half years,” said Bachmann. “I’m very proud of our dedicated, hard-working employees who completed two major dropdown transactions that were instrumental in creating value for investors. Randy brings strong financial expertise and a deep understanding of our assets that will serve the partnership well.”

Fowler will remain in his current role as executive vice president and chief financial officer for both Enterprise Products Partners L.P. (EPD) and Enterprise GP Holdings L.P. (EPE) and continue to serve as a member of the board of directors for both partnerships.

In related action by the board, Senior Vice President Bryan F. Bulawa was elected chief financial officer of DEP, filling the position vacated by Fowler. Bulawa will also continue to serve as treasurer for the general partners of each of the three publicly-traded entities comprising the Enterprise family of partnerships.

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In addition, Stephanie C. Hildebrandt was elected senior vice president and chief legal officer of the general partner of DEP. Hildebrandt will also continue to serve as general counsel and assistant secretary for both EPD and EPE.

Duncan Energy Partners is a publicly traded partnership that provides midstream energy services, including gathering, transportation, marketing and storage of natural gas, in addition to NGL fractionation (or separation), transportation and storage and petrochemical transportation and storage. Duncan Energy Partners owns interests in assets located primarily in Texas and Louisiana, including interests in approximately 9,400 miles of natural gas pipelines with a transportation capacity aggregating approximately 7.9 billion cubic feet (“Bcf”) per day; more than 1,600 miles of NGL and petrochemical pipelines featuring access to the world’s largest fractionation complex at Mont Belvieu, Texas; two NGL fractionation facilities located in south Texas; approximately 18 million barrels (“MMBbls”) of leased NGL storage capacity; 8.1 Bcf of leased natural gas storage capacity; and 34 underground salt dome caverns with more than 100 MMBbls of NGL storage capacity at Mont Belvieu. Duncan Energy Partners is managed by its general partner, DEP Holdings, LLC, which is a wholly-owned subsidiary of Enterprise. Additional information about Duncan Energy Partners is available online at [www.deplp.com](http://www.deplp.com).

Contacts: *Randy Burkhalter, Investor Relations, (713) 381-6812*  
*Rick Rainey, Media Relations, (713) 381-3635*

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