SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BACHMANN RICHARD H	ENTERPRISE PRODUCTS PARTNERS L P [EPD]	X Director 10% Owner
(Last) (First) (Middle)		☐ Officer (give title below) ☐ Other (specify below)
1100 LOUISIANA STREET SUITE 1000	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2014	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
HOUSTON TX 77002		X Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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 Interrests	02/03/2014		M[(1)]		60,000	A	$22.06	700,308.39[(2)]	D	
Common Units Representing Limited Partnership Interrests	02/03/2014		M[(1)]		60,000	A	$24.92	760,308.39[(2)]	D	
Common Units Representing Limited Partnership Interrests	02/03/2014		F[(3)]		75,399	D	$65.39	684,909.39[(2)]	D	
Common Units Representing Limited Partnership Interrests								5,719[(4)]	I	By Trust[(5)]
Common Units Representing Limited Partnership Interrests								5,719[(4)]	I	By Trust[(6)]
Common Units Representing Limited Partnership Interrests								4,381[(7)]	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	Amount or Number of Shares				
Employee Unit Option- Right To Buy	$22.06	02/03/2014		M[(1)]			60,000	02/01/2014	12/31/2014	Common Units	60,000	$0.00	0	D	
Employee Unit Option- Right To Buy	$24.92	02/03/2014		M[(1)]			60,000	02/01/2014	12/31/2014	Common Units	60,000	$0.00	0	D[(8)]	

Explanation of Responses:

1. Represents the exercise of employee unit options that vested in 2013, first became exercisable on February 1, 2014 and terminate on December 31, 2014 (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. Includes 2,150 common units acquired by the reporting person as a distribution of assets from a grantor retained annuity trust in a transaction exempt from reporting pursuant to Rule 16a-13.

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 options described in Footnote 1 above.

4. Gives effect to the disposition of 2,150 common units as a distribution of assets from this grantor retained annuity trust in a transaction exempt from reporting pursuant to Rule 16a-13.

5. These common units are held in a grantor retained annuity trust for the benefit of Mr. Bachmann's daughter. Mr. Bachmann is the trustee and a beneficiary of the trust.

6. These common units are held in a grantor retained annuity trust for the benefit of Mr. Bachmann's son. Mr. Bachmann is the trustee and a beneficiary of the trust.

7. Includes 2,150 common units acquired by the reporting person's spouse as a distribution of assets from a grantor retained annuity trust in a transaction exempt from reporting pursuant to Rule 16a-13.

8. 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 Richard H. Bachmann	02/05/2014
** 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.