

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>DUNCAN DAN L</b>			2. Issuer Name and Ticker or Trading Symbol <b>Duncan Energy Partners L.P. [ DEP ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/08/2008</b>			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		
1100 LOUISIANA STREET; SUITE 1000			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<b>HOUSTON TX 77002</b>								
(City)	(State)	(Zip)						

**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								103,100	I <sup>(1)</sup>	By Duncan LLC
Common Units Representing Limited Partnership Interests	12/08/2008		P		41,529	A	\$12.04	5,393,100	I <sup>(2)(3)</sup>	By EPO
Common Units Representing Limited Partnership Interests								282,500	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	Amount or Number of Shares				
Class B Units Representing Limited Partnership Interests	(4)	12/08/2008		p <sup>(4)</sup>		37,333,887		(5)	(5)	Common Units	37,333,887	\$12.04 <sup>(4)</sup>	37,333,887	I <sup>(6)</sup>	By GTM <sup>(7)</sup>

**Explanation of Responses:**

- These Common Units are directly owned by Dan Duncan LLC ("Duncan LLC"). Dan L. Duncan is the sole member of Duncan LLC.
- Common units are owned directly by Enterprise Products Operating LLC (formerly named Enterprise Products Operating L.P.) ("EPO"). EPO is an indirect wholly owned subsidiary of Enterprise Products Partners L.P. ("EPD"). The general partner of EPD is Enterprise Products GP, LLC ("EPD GP"), which is a wholly owned subsidiary of Enterprise GP Holdings L.P. ("EPE"). EPD GP owns a 2% general partner interest and related incentive distribution rights in EPD and EPE owns approximately 3% of the outstanding common units of EPD as of December 8, 2008. The general partner of EPE is EPE Holdings, LLC ("EPE GP"), which is wholly owned by Duncan LLC. Dan L. Duncan, Duncan LLC, and other affiliates of Dan L. Duncan also own approximately 77% of the outstanding units of EPE as of December 8, 2008. Accordingly, Dan L. Duncan and his affiliates may be deemed to beneficially own the Duncan Energy Partners L.P. ("DEP") common units (the "DEP common units") owned directly by EPO.
- The 41,529 DEP common units acquired by EPO on December 8, 2008 were issued by DEP pursuant to a unit purchase agreement dated December 8, 2008. The other DEP common units owned directly by EPO were acquired by EPO on February 5, 2007 in connection with the initial public offering of DEP common units and related contribution of assets by EPO to DEP. Mr. Duncan disclaims beneficial ownership of the DEP common units owned directly by EPO other than to the extent of his pecuniary interest.
- On December 8, 2008, Enterprise GTM Holdings L.P., a Delaware limited partnership ("GTM"), contributed certain assets to DEP in exchange for 37,333,887 Class B Common Units representing limited partnership interest in DEP (the "Class B Units") and \$280 million in cash.
- The Class B Units will convert to common units on February 1, 2009 on a one for one basis.
- The Class B Units are owned directly by ("GTM"). EPO owns a 99% limited partner interest in GTM and Enterprise GTMGP, L.L.C. ("GTMGP") owns a 1% general partner interest. GTMGP is a wholly owned subsidiary of Enterprise Products GTM, LLC, which is a wholly owned subsidiary of EPO. The ownership of EPO and entities above EPO is described above in footnote 2. Mr. Duncan disclaims beneficial ownership of the Class B Units owned directly by GTM and the DEP common units underlying these Class B Units other than to the extent of his pecuniary interest.
- The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

William L. Soula, Attorney-in-Fact on behalf of Dan L. Duncan 12/10/2008

\*\* 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.