

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* DUNCAN DAN L (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Enterprise GP Holdings L.P. [EPE]	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) Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Units Representing Limited Partnership Interests	03/02/2010		P		18,100	A	\$42.33 ⁽¹⁾	268,100	D	
Units Representing Limited Partnership Interests	03/03/2010		P		59,900	A	\$43.69 ⁽²⁾	328,000	D	
Units Representing Limited Partnership Interests	03/04/2010		P		14,000	A	\$42.71 ⁽³⁾	342,000	D	
Units Representing Limited Partnership Interests								75,865	I ⁽⁴⁾	By EPCO Holdings
Units Representing Limited Partnership Interests								71,860,405	I ⁽⁵⁾	By DFI
Units Representing Limited Partnership Interests								25,162,804	I ⁽⁶⁾	By DFIGP
Units Representing Limited Partnership Interests								243,071	I ⁽⁷⁾	By 2000 Trust
Units Representing Limited Partnership Interests								1,821,428	I ⁽⁸⁾	By EPE Unit
Units Representing Limited Partnership Interests								40,725	I ⁽⁹⁾	By EPE Unit II
Units Representing Limited Partnership Interests								4,421,326	I ⁽¹⁰⁾	By EPE Unit III
Units Representing Limited Partnership Interests								3,745,673	I ⁽¹¹⁾	By DD Securities
Units Representing Limited Partnership Interests								881,836	I ⁽¹²⁾	By Enterprise Unit ⁽¹³⁾

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					

Explanation of Responses:

1. Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$42.00 to \$42.61. Financial information regarding the number of Units purchased at each price will

be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.

2. Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$42.47 to \$44.82. Financial information regarding the number of Units purchased at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.

3. Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$42.73 to \$43.14. Financial information regarding the number of Units purchased at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.

4. These Units are owned by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly owned subsidiary of Enterprise Products Company, formerly EPCO, Inc. ("EPCO"); Dan L. Duncan owns 50.427% of the voting stock of EPCO.

5. These Units are owned by Duncan Family Interests, Inc. ("DFI"), an indirect, wholly owned subsidiary of EPCO.

6. These Units are owned by DFI GP Holdings L.P. ("DFIGP"), an indirect subsidiary of EPCO.

7. These Units are directly owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.

8. These Units are owned by EPE Unit, L.P. ("EPE Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit, except to the extent of their pecuniary interest in the securities.

9. These Units are owned by EPE Unit II, L.P. ("EPE Unit II"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit II. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit II, except to the extent of their pecuniary interest in the securities.

10. These Units are owned by EPE Unit III, L.P. ("EPE Unit III"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit III. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit III, except to the extent of their pecuniary interest in the securities.

11. These Units are owned by DD Securities LLC ("DD Securities"). Dan L. Duncan is the sole member of DD Securities.

12. These Units are owned by Enterprise Unit L.P. ("Enterprise Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities.

13. The power of attorney under which this form was signed is attached.

Remarks:

/s/Stephanie C. Hildebrandt,
Attorney-in-Fact on behalf of 03/04/2010
Dan L. Duncan

** 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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THIS DOCUMENT: That Dan L. Duncan has made, constituted, and appointed, and by this document does make, constitute, and appoint RICHARD H. BACHMANN, STEPHANIE C. HILDEBRANDT, CHRISTOPHER S. WADE, and WENDI S. BICKETT, of the County of Harris, State of Texas, whose signatures are:

/s/Richard H. Bachmann
Richard H. Bachmann, Attorney-in-Fact

/s/Stephanie C. Hildebrandt
Stephanie C. Hildebrandt, Attorney-in-Fact

/s/Christopher S. Wade
Christopher S. Wade, Attorney-in-Fact

/s/Wendi S. Bickett
Wendi S. Bickett, Attorney-in-Fact

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

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer of EPE Holdings, LLC, the sole general partner of Enterprise GP Holdings L.P., (the "Company") any U.S. Securities and Exchange Commission Form 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder with respect to holdings of or trading in securities issued by the Company;
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 timely file such form or any amendment thereto with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
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 its attorney-in-fact may be of benefit to, and in the best interest of, or legally required by, the undersigned.

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 foregoing powers as fully as it might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 of and transactions in securities issued by the Company, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of September, 2009.

/s/Dan L. Duncan
Dan L. Duncan