

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Duncan Energy Partners L.P. [ DEP ]</u>	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) 02/18/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

**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	02/18/2010		P		48,891	A	\$25.02	48,891	I <sup>(1)</sup>	By spouse
Common Units Representing Limited Partnership Interests								33,783,587	I <sup>(2)(3)</sup>	By GTM
Common Units Representing Limited Partnership Interests								103,100	I <sup>(4)</sup>	By DD Securities
Common Units Representing Limited Partnership Interests								99,453	I <sup>(5)</sup>	By EPCO Holdings
Common Units Representing Limited Partnership Interests								382,500	D <sup>(6)</sup>	

**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:**

- These common units are owned by Jan Duncan, Mr. Duncan's spouse, and were acquired in a private transaction. Mr. Duncan disclaims beneficial ownership of these units other than to the extent of his pecuniary interest.
- These common units are owned directly by Enterprise GTM Holdings LP ("GTM"). Enterprise Products Operating LLC ("EPO") owns a 99% limited partner interest in GTM and Enterprise GTMGP, LLC ("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. EPO is an indirect wholly-owned subsidiary of Enterprise Products Partners LP ("EPD"). The general partner of EPD is Enterprise Products GP, LLC ("EPD GP"), which is a wholly owned subsidiary of Enterprise GP Holdings LP ("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 February 22, 2010. The general partner of EPE is EPE Holdings, LLC ("EPE GP"), which is wholly-owned by Dan Duncan LLC ("Duncan LLC"). Mr. Duncan, Duncan LLC and other affiliates of Mr. Duncan also collectively own approximately 78% of the
- (continued from footnote 2) outstanding units of EPE as of February 22, 2010. Mr. Duncan disclaims beneficial ownership of the DEP common units owned directly by GTM other than to the extent of his pecuniary interest.
- These common units are owned directly by DD Securities LLC ("DD Securities"). Mr. Duncan is the sole member of DD Securities.
- These common units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly-owned subsidiary of Enterprise Products Company, formerly named EPCO, Inc. ("EPCO"). Mr. Duncan owns 50.427% of the voting stock of EPCO. Accordingly, Mr. Duncan may be deemed to beneficially own the DEP common units owned directly by EPCO Holdings. Mr. Duncan disclaims beneficial ownership of the DEP common units owned directly by EPCO Holdings other than to the extent of his pecuniary interest.
- The power of attorney under which this form was signed is attached.

**Remarks:**

/s/Stephanie C. Hildebrandt,  
Attorney-in-Fact on behalf of 02/22/2010  
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 I, Dan L. Duncan, have made, constituted, and appointed, and by this document do 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, my true and lawful attorney-in-fact, and in my name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer of DEP Holdings, LLC, the sole general partner of Duncan Energy Partners 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 I 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.

DAN L. DUNCAN

/s/Dan L. Duncan