

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WILLIAMS RANDA DUNCAN</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>Enterprise GP Holdings L.P. [EPE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2010	
		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			
Units Representing Limited Partnership Interests	08/06/2010		j ⁽¹⁾		514,080	A	\$0.00 ⁽¹⁾	589,945	I	By EPCO Holdings ⁽²⁾
Units Representing Limited Partnership Interests	08/06/2010		j ⁽³⁾		881,836	D	\$0.00 ⁽³⁾	0	I	By Enterprise Unit
Units Representing Limited Partnership Interests	08/06/2010		j ⁽⁴⁾		1,003,937	A	\$0.00 ⁽⁴⁾	72,864,342	I	By DFI ⁽⁵⁾
Units Representing Limited Partnership Interests	08/06/2010		j ⁽⁶⁾		1,821,428	D	\$0.00 ⁽⁶⁾	0	I	By EPE Unit
Units Representing Limited Partnership Interests	08/06/2010		j ⁽⁷⁾		30,000	A	\$0.00 ⁽⁷⁾	72,894,342	I	By DFI ⁽⁵⁾
Units Representing Limited Partnership Interests	08/06/2010		j ⁽⁸⁾		40,725	D	\$0.00 ⁽⁸⁾	0	I	By EPE Unit II
Units Representing Limited Partnership Interests	08/06/2010		j ⁽⁹⁾		3,346,456	A	\$0.00 ⁽⁹⁾	76,240,798	I	By DFI ⁽⁵⁾
Units Representing Limited Partnership Interests	08/06/2010		j ⁽¹⁰⁾		4,421,326	D	\$0.00 ⁽¹⁰⁾	0	I	By EPE Unit III
Units Representing Limited Partnership Interests								25,162,804	I	By DFIGP ⁽¹¹⁾
Units Representing Limited Partnership Interests								75,000	I	By A&W Ltd. ⁽¹²⁾⁽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					

1. Name and Address of Reporting Person* <u>WILLIAMS RANDA DUNCAN</u> (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000
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(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[EPCO Holdings, Inc.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET
SUITE 1000

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DUNCAN FAMILY INTERESTS, INC.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET
SUITE 1000

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise Products Co](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET
SUITE 1000

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. These Units were distributed to EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly owned subsidiary of Enterprise Products Company, formerly named EPCO, Inc. ("EPCO"), by Enterprise Unit L.P. ("Enterprise Unit") effective August 6, 2010 in connection with the dissolution of Enterprise Unit on such date. Prior to the dissolution of Enterprise Unit, EPCO Holdings was the Class A limited partner of Enterprise Unit.
2. These Units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.
3. Disposed due to the dissolution of Enterprise Unit effective August 6, 2010.
4. These units were distributed to Duncan Family Interests, Inc. ("DFI"), an indirect, wholly owned subsidiary of EPCO, by EPE Unit L.P. ("EPE Unit") effective August 6, 2010 in connection with the dissolution of EPE Unit on such date. Prior to the dissolution of EPE Unit, DFI was the Class A limited partner of EPE Unit.
5. These Units are owned directly by DFI. DFI is an indirect, wholly owned subsidiary of EPCO.
6. Disposed due to the dissolution of EPE Unit effective August 6, 2010.
7. These Units were distributed to DFI by EPE Unit II effective August 6, 2010 in connection with the dissolution of EPE Unit II on such date. Prior to the dissolution of EPE Unit II, DFI was the Class A limited partner of EPE Unit II.
8. Disposed due to the dissolution of EPE Unit II effective August 6, 2010.
9. These Units were distributed to DFI by EPE Unit III effective August 6, 2010 in connection with the dissolution of EPE Unit III on such date. Prior to the dissolution of EPE Unit III, DFI was the Class A limited partner of EPE Unit III.
10. Disposed due to dissolution of EPE Unit III effective August 6, 2010.
11. These Units are directly owned by DFI GP Holdings L.P. ("DFIGP"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFIGP and Dan Duncan LLC ("Duncan LLC") is a 4% limited partner of DFIGP. DFI Holdings is wholly owned by Duncan LLC. DFI owns a 95% limited partner interest in DFIGP.
12. These Units are owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
13. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

[Stephanie C. Hildebrandt,](#)
[Attorney-in-Fact on behalf of](#)
[Randa Duncan](#)
[Williams; Richard H.](#)
[Bachmann, EVP, Chief Legal](#)
[Offcr & Sec of EPCO](#) 08/10/2010
[Holdings, Inc. & Pres & CEO](#)
[of Enterprise Products](#)
[Company; Kari L. Johnson,](#)
[Secretary, Duncan Family](#)
[Interests, Inc.](#)

** 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.