FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burde	n
hours per response:	0.5

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

	Reporting Person*			Ta													
1. Name and Address of Reporting Person* <u>ENTERPRISE PRODUCTS PARTNERS L</u> <u>P</u>						2. Issuer Name and Ticker or Trading Symbol  Duncan Energy Partners L.P. [ DEP ]								ole)	y Persoi X	Other (s	ner
(Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000						3. Date of Earliest Transaction (Month/Day/Year) 02/05/2007										below)	
ON T	X	77002		4	4. If Amendment, Date of Original Filed (Month/Day/Year)							l	$\label{eq:continuous} \begin{split} &\text{Individual or Joint/Group Filing (Check Applicable Line)} \\ &X & \text{Form filed by One Reporting Person} \\ & & \text{Form filed by More than One Reporting Person} \end{split}$				
(S	itate)	(Zip)															
	T	able I - No	n-Deri	ivat	tive S	Secu	rities Ac	quired	l, Di	sposed c	of, or Be	neficially	Owned				
Date					Execution Date,		Transaction D					und 5) Securities Beneficially Owned Follow		Form: (D) or	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Units Representing Limited Partnership Interests				2/05/2007				J		7,301,5	71 A	(1)	7,301	,571			By EPOLP <sup>(2)</sup>
Common Units Representing Limited Partnership Interests  02/05/					2/05/2007					1,950,00	00 D	\$19.74(1	5,351,571		I		By EPOLP <sup>(2)</sup>
		Table II -											wned				
2. Conversion or Exercise Price of Derivative Security	onversion Exercise (Month/Day/Year) if any (Month/Day/Year) (Month/Day/Year)		Code (Instr.			on Derivative							8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	ve es ally ng d	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
			Co	ode	v	(A)	(D)	Date Exercisa	ıble		Title	Amount or Number of Shares		(Instr. 4)			
\$19.74	02/05/2007	02/05/2007	7 J <sup>(</sup>	<sub>J</sub> (1)	1)		1,950,000	02/05/20	007	03/01/2007	Common Units	1,950,000	\$0 0			I	By EPOLP
	Units Repripi Interests  Units Repripi Interests  Units Repripi Interests  Conversion or Exercise Price of Derivative Security	ON TX  (State)  To Security (Instr. 3)  Units Representing Limited ip Interests  Units Representing Limited ip Interests  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)	ON TX 77002  (State) (Zip)  Table I - No Security (Instr. 3)  Units Representing Limited ip Interests  Units Representing Limited ip Interests  Table II -  Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date if any (Month/Day/Year)	(State) (Zip)  Table I - Non-Der Security (Instr. 3)  Units Representing Limited ip Interests  Units Representing Limited ip Interests  Table II - Deriv (e.g.,  Conversion or Exercise Price of Derivative Security  2. (Month/Day/Year)  3. Transaction Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  C C	(First) (Middle) DUISIANA STREET; SUITE 1000  Table I - Non-Derivat  Security (Instr. 3)  Units Representing Limited ip Interests  Units Representing Limited ip Interests  Table II - Derivativ (e.g., pui  2. Transaction Date (Month/Day/Year)  Table II - Derivativ (e.g., pui  A. Deemed Execution Date, if any (Month/Day/Year)  (Code (B))  Code	(First) (Middle)  OUISIANA STREET; SUITE 1000  Table I - Non-Derivative Security (Instr. 3)  Units Representing Limited ip Interests  Units Representing Limited ip Interests  Table II - Derivative Security Interests  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Conversion of Exercise Price of Derivative Security  Security  Code (Instr. 8)	(First) (Middle)  OUISIANA STREET; SUITE 1000  Table I - Non-Derivative Security (Instr. 3)  Can a security Interests  Table II - Derivative Security Interests  Table II - Derivative Security (e.g., puts, calls, or Exercise Price of Derivative Security (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, or Exercise Price of Derivative Security (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, or Exercise Price of Derivative Security (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, or Derivative Security (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, or Derivative Security (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, or Derivative Security (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  DUISIANA STREET; SUITE 1000  Table I - Non-Derivative Securities Accurity (Instr. 3)  Conversion of Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Securities Acquests  Table II - Derivative Securities Acquired (A) or Disposed of Derivative Securities	(First) (Middle)  UISIANA STREET; SUITE 1000  Table I - Non-Derivative Securities Acquired  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Units Representing Limited dip Interests  Units Representing Limited dip Interests  Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optic  Conversion or Exercise Price of Date (Month/Day/Year)  S. Number of Derivative Securities Acquired, (e.g., puts, calls, warrants, optic  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code  V (A) (D)  Date Exercise	(First) (Middle) UISIANA STREET; SUITE 1000  Table I - Non-Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Table II - Derivative Securities Acquired, Disterior for Interests  Conversion or Exercise Price of Date (Month/Day/Year)  Code (Instr. 8)  Code (Instr. 8)  Date Exercise Month/Day/Year)  Code (Instr. 8)  Code (Instr. 8)  Date Exercisable	(First) (Middle) UISIANA STREET; SUITE 1000  Table I - Non-Derivative Securities Acquired, Disposed of Capening Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (I - Non-Derivative Securities Acquired, Disposed of Code (Instr.)  2. Transaction Date (Instr. 3)  3. Transaction Date (e.g., puts, calls, warrants, options, converting Acquired (A)  2. Transaction Date (Instr. 3)  3. Transaction Date (Instr. 3)  4. Security (Instr. 3)  5. Number of Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D)  Date Exercisable Expiration Date (Month/Day/Year)  Code V (A) (D)  Date Exercisable Expiration Date (Month/Day/Year)	(First) (Middle)  UISIANA STREET; SUITE 1000  TX 77002  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Be Executity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Units Representing Limited ip Interests  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security of Date (Month/Day/Year)  2. Code (III)  Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security of Disposed of (D) (Instr. 3, 4 and 5)  3. Transaction Date (E.g., puts, calls, warrants, options, convertible security of Disposed of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code (Instr. 3 and 5)  Code (Instr. 3, 4 and 5)  Code (Instr. 3, 4 and 5)  Common	(First) (Middle) UISIANA STREET; SUITE 1000  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Da	Security (Instr. 3)   2. Transaction   2. Transaction	(First) (Middle)  UISIANA STREET; SUITE 1000  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  4. Securities Acquired (A) or Price (D) (Instr. 3 and 4)  4. Transaction (Month/Day/Year)  5. Amount of Securities Acquired (A) or Price (D) (Instr. 3 and 4)  7. 301,571  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  2. Transaction Date (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Date (Code (Instr. 8)  3. Transaction (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Date (Month/Day/Year)  (Instr. 3)  3. Transaction (D) (Instr. 3, 4 and 4)  4. Transaction (D) (Instr. 3, 4 and 4)  4. Transaction (D) (Instr. 3, 4 and 4)  5. Number of Expiration Date (Month/Day/Year)  Code (Instr. 4)  4. Transaction (D) (Instr. 3, 4 and 4)  5. Number of Expiration Date (Month/Day/Year)  Code (Instr. 4)  4. Transaction (D) (Instr. 3, 4 and 4)  5. Number of Expiration Date (Month/Day/Year)  Code (Instr. 4)  5. Number of Expiration Title Expirati	Security (Instr. 3)	3. Date of Earliest Transaction (Month/Day/Year)  UISIANA STREET; SUITE 1000  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Units Representing Limited ip Interests  02/05/2007  J 7,301,571 A (I) 7,301,571 J (I) 1,950,000 D \$19,74(1) 5,351,571 J (Original Filed (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Units Representing Limited ip Interests  02/05/2007  M(I) 1,950,000 D \$19,74(1) 5,351,571 J (Original Filed (Month/Day/Year)  Amount (R) 7,301,571 J (Original Filed (Month/Day/Year)  Interests  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible security  Annount (R) 7,301,571 J (I) 8, Number of Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Mont

1. On February 5, 2007, in conjunction with the Issuer's initial public offering (the "IPO"), Enterprise Products Operating L.P. ("EPOLP"), a wholly owned subsidiary of Enterprise Products Partners L.P., contributed certain assets to the Issuer in exchange for 7,301,571 common units representing limited partnership interests of the Issuer. In conjunction with the issuance of these common units, EPOLP gave the issuer an option to buy up to 1,950,000 common units at a price per unit equal to the net proceeds per unit of the issuer, after discounts and commissions, in the IPO, if the underwriters exercised their option to purchase additional common units. On February 5, 2007, in conjunction with the IPO, the net proceeds from the exercise of the underwriters' option to purchase additional common units were used to redeem 1,950,000 comon units at a price of \$19.74 per common unit.

2. The reporting person does not benefically own any securities of the Issuer whether directly or indirectly.

## Remarks:

William L. Soula, Assistant Secretary for Enterprise Products GP, LLC, general partner

02/07/2007

\*\* 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.