

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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

1. Name and Address of Reporting Person* <u>ENTERPRISE PRODUCTS PARTNERS L P</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	12/08/2008		P		41,529	A	\$12.04	5,393,100	I	By EPOLLC ⁽¹⁾

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	(2)	12/08/2008		p ⁽²⁾		37,333,887		(3)	(3)	Common Units	37,333,887	\$12.04 ⁽²⁾	37,333,887	I	By GTM ⁽⁴⁾

1. Name and Address of Reporting Person* <u>ENTERPRISE PRODUCTS PARTNERS L P</u> (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>Enterprise Products Operating LLC</u> (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)		

Explanation of Responses:

- These common units are directly owned by Enterprise Products Operating LLC, a Texas limited liability company ("EPOLLC"), which is an indirect wholly owned subsidiary of Enterprise Products Partners L.P., a Delaware limited partnership.
- On December 8, 2008, Enterprise GTM Holdings L.P., a Delaware limited partnership ("GTM"), contributed certain assets to the Issuer in exchange for 37,333,887 Class B Common Units representing limited partnership interest in the Issuer (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.
- These Class B Units are directly owned by GTM, which is an indirect wholly owned subsidiary of EPOLLC.

Remarks:

William L. Soula, Assistant Secretary ("AS") of Enterprise Products GP, LLC, general partner of Enterprise Products 12/10/2008

[Partners L.P.; AS of Enterprise
Products OLPGP, Inc., sole
manager of EPOLLC](#)

** 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.