

Bacon Graham W.
Form 4
February 20, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bacon Graham W.

2. Issuer Name and Ticker or Trading Symbol
ENTERPRISE PRODUCTS PARTNERS L P [EPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 LOUISIANA STREET, SUITE 1000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units Representing Limited Partnership Interests	02/16/2019		M		16,250	A	(\$1) 222,363	D
Common Units Representing Limited Partnership	02/16/2019		F		6,395	D	\$ 28.54 215,968	D

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Interests							
Common Units Representing Limited Partnership Interests	02/16/2019	M	14,500	A	Ⓐ	230,468	D
Common Units Representing Limited Partnership Interests	02/16/2019	F	5,706	D	\$ 28.54	224,762	D
Common Units Representing Limited Partnership Interests	02/16/2019	M	17,000	A	Ⓐ	241,762	D
Common Units Representing Limited Partnership Interests	02/16/2019	F	6,690	D	\$ 28.54	235,072	D
Common Units Representing Limited Partnership Interests	02/18/2019	M	7,500	A	Ⓐ	242,572	D
Common Units Representing Limited Partnership Interests	02/18/2019	F	2,952	D	\$ 28.54	239,620	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	(1)	02/18/2019		M	7,500	(2)	(2)	Common Units	7,500
Phantom Units	(1)	02/16/2019		M	16,250	(3)	(3)	Common Units	16,250
Phantom Units	(1)	02/16/2019		M	14,500	(4)	(4)	Common Units	14,500
Phantom Units	(1)	02/16/2019		M	17,000	(5)	(5)	Common Units	17,000
Phantom Units	(1)					(6)	(6)	Common Units	85,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bacon Graham W. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002			Executive Vice President	

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Graham W. Bacon 02/20/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each phantom unit is the economic equivalent of one Enterprise Products Partners L.P. ("EPD") common unit.
- (2) These phantom units vest in one remaining annual installment on February 18, 2019. The remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (3) These phantom units vest in two remaining equal annual installments beginning on February 16, 2019. Each remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (4) These phantom units vest in three remaining equal annual installments beginning on February 16, 2019. Each remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

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- (5) These phantom units vest in four equal annual installments beginning on February 16, 2019. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (6) These phantom units vest in four equal annual installments beginning on February 16, 2020. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (7) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3; Transaction Code F - Pa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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