DUNCAN DAN L
Form 4
November 13, 2009

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNCAN DAN L

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	11/11/2009		P		85,000	A	$ 28.6686	1,375,319	D	
Common Units Representing Limited Partnership	11/12/2009		P		86,017	A	$ 28.9079	1,461,336	D	

Interests			
Common Units Representing Limited Partnership Interests	130,506,142	I (1)	By DFIDH (2)
Common Units Representing Limited Partnership Interests	6,093,775	I (3)	By 1998 Trust
Common Units Representing Limited Partnership Interests	8,235,448	I (4)	By 2000 Trust
Common Units Representing Limited Partnership Interests	20,740,083	I (5)	By EGPH
Common Units Representing Limited Partnership Interests	1,382,200	I (6)	By DD Securities
Common Units Representing LImited Partnership Interests	844,552	I (7) (8)	By Enterprise Unit
Common Units Representing Limited Partnership Interests	779,102	I (9)	By EPCO Unit
Common Units Representing Limited	6,182,354	I (10)	By EPCO Holdings

Partnership Interests			
Common Units Representing Limited Partnership Interests	152,749	I (11)	By TEPPCO Unit II
Common Units Representing Limited Partnership Interests	6,623,090	I (12)	By DFI
Common Units Representing Limited Partnership Interests	3,100,000	I (13) (14)	By DFI GP Holdings

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
DUNCAN DAN L 1100 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002	X	X	Chairman	

Signatures

/s/ Stephanie C. Hildebrandt, Attorney-In-Fact on behalf of Dan L. Duncan	11/13/2009
**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) These common units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.

(2) DFIDH is an indirect, wholly owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly owned subsidary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly owned subsidiaries of DFI.

(3) EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"). This trust was established to acquire and hold common units of the issuer.

(4) EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). This trust was established to acquire and hold common units of the issuer.

(5) These common units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by DD Securities LLC ("DD Securities"). The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly owned subisidary of Dan Duncan LLC ("Duncan LLC"). Dan L. Duncan, voting trustee, is the sole member of Duncan LLC.

(6) These common units are directly owned by DD Securities.

(7) These common units are owned directly by Enterprise Unit L.P. ("Enterprise Unit") and beneficially owned by the reporting persons to the extent of the interest of EPCO Holdings, Inc. ("EPCO Holdings") in these securities as a Class A limited partner in Enterprise Unit. The Class A limited partner interest generally entitles the holder to the amount of any contributions of cash or cash equivalents made by the Class A limited partner, as adjusted for the Class A limited partner to receive a preferred return rate equal to 5% per annum from February 20, 2008. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities. Unless extended, within 30 days after February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and expects to distribute to the Class B limited partners a total number of common units equal to [continued in footnote 8]

(8) [continued from footnote 7] (i) the total number of common units acquired by Enterprise Unit minus (ii) the quotient of one-half of the aggregate contributions of cash or cash equivalents made by the Class A limited partner, plus (iii) any undistributed preferred return, divided by (iv) the fair market value (as defined) of the common units calculated as of the Vesting Date. The remaining common units will be distributed to EPCO Holdings as the Class A limited partner.

(9) These common units were contributed to EPCO Unit L.P. ("EPCO Unit") by DFIDH on November 13, 2008 at the closing price of the common units on November 12, 2008. These common units are beneficially owned by the reporting persons to the extent of the interest of DFIDH in these securities as a Class A limited partner in EPCO Unit. The Class A limited partner interest generally entitles the holder to an amount of Enterprise Products Partners L.P. common units equal to (i) $17,000,000 as adjusted for the Class A limited partner to receive a preferred annual return equal to 4.87% per annum divided by (ii) the market price of securities on the date of EPCO Unit's liquidation. The reporting persons disclaim beneficial ownership of the securities held by EPCO Unit, except to the extent of their pecuniary interest in the securities.

(10) These common units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.

(11) These common units are beneficially owned by the reporting persons of TEPPCO Unit II L.P. ("TEPPCO Unit II") to the extent of the interest of DFI in these securities as a Class A limited partner in TEPPCO Unit II. The Class A limited partner interest generally entitles the holder to an amount of TEPPCO Partners L.P. units equal to (i) $3,100,000 as adjusted for the Class A limited partner to receive a preferred annual return equal to 6.31% per annum divided by (ii) the market price of securities on the date of TEPPCO Unit II's

liquidation. The reporting persons disclaim beneficial ownership of the securities held by TEPPCO Unit II, except to the extent of their pecuniary interest in the securities.

(12) These units are directly owned by DFI, which is an indirect wholly owned subsidiary of EPCO. Dan L. Duncan owns 50.42% of the voting stock of EPCO.

(13) These common units are directly owned by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings and Duncan LLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is wholly owned by Duncan LLC.

(14) The power of attorney under which this form was signed is on file with the Commission.

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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