

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 03, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KNESEK MICHAEL J

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**

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, PAO, & Controller

(Street)
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	02/16/2011		G ⁽¹⁾	V	2,422	D	\$ 0 883
						I	By spouse
Common Units Representing Limited Partnership	02/16/2011		G ⁽¹⁾	V	2,422	A	\$ 0 228,516
						D	

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 4

Interests

Common
Units

Representing Limited Partnership Interests	01/11/2012	G ⁽¹⁾	V	883	D	\$ 0	0	I	By spouse
---	------------	------------------	---	-----	---	------	---	---	--------------

Common
Units

Representing Limited Partnership Interests	01/11/2012	G ⁽¹⁾	V	883	A	\$ 0	229,399	D
---	------------	------------------	---	-----	---	------	---------	---

Common
Units

Representing Limited Partnership Interests	02/01/2012	M		30,000	A	\$ 30.96	259,399	D
---	------------	---	--	--------	---	-------------	---------	---

Common
Units

Representing Limited Partnership Interests	02/01/2012	F		21,637	D	\$ 50.11	237,762	D
---	------------	---	--	--------	---	-------------	---------	---

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

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 control number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Unit	\$ 30.96	02/01/2012		M		30,000		02/01/2012	12/31/2012	Common Units	30,000

Option-Right
To Buy

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KNESEK MICHAEL J 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	SVP, PAO, & Controller

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Michael J.
Knesek

02/03/2012

__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) The reporting person previously disclaimed beneficial ownership of these units. The reporting person's spouse has gifted these units into a community property account.
- (2) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code G - Bona fide gift; Transaction Code M - Exercise or conversion of derivative security exempted pursuant to

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.