

ENTERPRISE PRODUCTS PARTNERS L P

Form 3

February 16, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Secrest Brent B.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/16/2017

3. Issuer Name and Ticker or Trading Symbol

ENTERPRISE PRODUCTS PARTNERS L P [EPD]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

Senior Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

1100 LOUISIANA STREET,Â SUITE 1000

(Street)

HOUSTON,Â TXÂ 77002

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Units Representing Limited Partnership Interests

20,029

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Units	Â (1)	Â (1)	Common Units	6,500	\$ (2)	D	Â
Phantom Units	Â (3)	Â (3)	Common Units	7,500	\$ (2)	D	Â
Phantom Units	Â (4)	Â (4)	Common Units	12,500	\$ (2)	D	Â
Class B limited partner interest in EPD PubCo II	Â (5)(6)	Â (5)(6)	Common Units	0 (6)	\$ 0 (6)	D (7)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Secrest Brent B. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â	Â	Â Senior Vice President	Â

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Brent B.
Secrest

02/16/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These phantom units vest in two remaining equal annual installments beginning on February 19, 2017. Each remaining annual installment

(1) will expire upon vesting and settlement thereof in exchange for an equal number of Enterprise Products Partners L.P. ("EPD") common units.

(2) Each phantom unit is the economic equivalent of one EPD common unit.

(3) These phantom units vest in three remaining equal annual installments beginning on February 18, 2017. 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 four equal annual installments beginning on February 16, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(5) The reporting person is an owner of a Class B limited partner interest in EPD PubCo Unit II L.P. ("EPD PubCo II"), a Delaware limited partnership established for the benefit of certain employees of Enterprise Products Company ("EPCO"). EPD PubCo II owns directly 2,834,198 EPD common units. EPCO Holdings, Inc. ("EPCO Holdings"), a wholly owned subsidiary of EPCO, is the sole Class A limited partner and EPCO is the general partner of EPD PubCo II. The reporting person acquired the Class B limited partner interest in EPD PubCo II from a grant of such interest by EPCO, in its capacity as general partner of EPD PubCo II, in accordance with its limited partnership agreement.

(6) Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PubCo II will be liquidated and expects to distribute to the Class A limited partner a total number of EPD common units having a fair market value equal to the Class A limited partner's capital base. Any remaining EPD common units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo II. The Class B limited partner interest is subject to forfeiture.

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(7) The power of attorney under which this form was signed is attached.

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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