

ENTERPRISE PRODUCTS PARTNERS L P
Form 4
August 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS RANDA DUNCAN

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)

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

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

1100 LOUISIANA STREET, SUITE 1000

08/08/2013

(Street)

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

HOUSTON, TX 77002

(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 Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Units Representing Limited Partnership Interests	08/08/2013		M ⁽¹⁾	4,520,431	A \$ 0	263,762,115 ⁽²⁾	I By DFI ⁽³⁾
Common Units Representing Limited Partnership Interests						523,306	I By EPCO ⁽⁴⁾

Interests			
Common Units Representing Limited Partnership Interests	7,839,629	I	By EPCO Holdings <u>(5)</u>
Common Units Representing Limited Partnership Interests	15,241,517	I	By EPCO Investments <u>(6)</u>
Common Units Representing Limited Partnership Interests	20,881	I	By DDLLC <u>(7)</u>
Common Units Representing Limited Partnership Interests	40,844,206	I	By DFI GP Holdings <u>(8)</u>
Common Units Representing Limited Partnership Interests	2,996,110	I	By Estate <u>(9)</u>
Common Units Representing Limited Partnership Interests	7,115,326	I	By DD Securities <u>(10)</u>
Common Units Representing Limited Partnership Interests	437,500	I	By Family Trust <u>(11)</u>
Common Units Representing Limited	163,000	I	By A&W Ltd. <u>(12)</u>

Partnership
Interests

Common
Units
Representing
Limited
Partnership
Interests

4,545

I

By spouse
(13)

Common
Units
Representing
Limited
Partnership
Interests

2,020

I

Jointly with
spouse (14)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Enterprise Class B Units	(1)	08/08/2013		M(1)	4,520,431	(1)	(1)	Common Units	4,520,431

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X	X		
Enterprise Products Co 1100 LOUISIANA STREET		X		

SUITE 1000
HOUSTON, TX 77002

EPCO Holdings, Inc.
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

X

DUNCAN FAMILY INTERESTS, INC.
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

X

Signatures

/s/ Wendi S. Bickett on behalf of Randa Duncan Williams (as Attorney-In-Fact) and as Assistant Secretary of each of EPCO and EPCO Holdings /s/ Darryl E. Smith as Treasurer of DFI

08/09/2013

__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) Represents the automatic conversion of Class B Units of the issuer (originally issued upon consummation of the merger of TEPPCO Partners, L.P. with a subsidiary of the issuer effective as of October 26, 2009) into an equal number of common units of the issuer.

(2) Includes common units acquired in the issuer's distribution reinvestment plan.

These units are owned directly by Duncan Family Interests, Inc. ("DFI"). DFI is a direct, wholly owned subsidiary of EPCO Holdings, Inc. ("EPCO Holdings"). EPCO Holdings is a direct, wholly owned subsidiary of Enterprise Products Company ("EPCO"). Ms.

(3) Williams serves as one of three voting trustees who collectively have voting and dispositive power over a majority of the outstanding voting stock of EPCO. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by DFI, except to the extent of her pecuniary interest therein.

(4) These common units are owned directly by EPCO. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by EPCO, except to the extent of her pecuniary interest therein.

(5) These common units are owned directly by EPCO Holdings. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by EPCO Holdings, except to the extent of her pecuniary interest therein.

(6) These common units are owned directly by EPCO Investments, LLC ("EPCO Investments"), a direct, wholly owned subsidiary of EPCO. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by EPCO Investments, except to the extent of her pecuniary interest therein.

(7) These common units are owned directly by Dan Duncan LLC ("DDLLC"), which directly owns 100% of the outstanding membership interests of Enterprise Products Holdings LLC, the issuer's general partner. Ms. Williams serves as one of three voting trustees who collectively have voting and dispositive power over 100% of the outstanding membership interests of DDLLC. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by DDLLC, except to the extent of her pecuniary interest therein.

(8) These common units are owned directly by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings, and DDLLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is a direct, wholly owned subsidiary of DDLLC. DFI directly owns a 95% limited partner interest in DFI GP Holdings. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by DFI GP Holdings, except to the extent of her pecuniary interest therein.

(9) These common units are owned directly by The Estate of Dan L. Duncan, Deceased (the "Estate"). Ms. Williams is a beneficiary of the Estate and was appointed as a co-executor of the Estate on April 27, 2010. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by the Estate, except to the extent of her pecuniary interest therein.

(10) These common units are owned directly by DD Securities LLC ("DD Securities"). The Estate directly owns 100% of the outstanding membership interests of DD Securities. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by DD Securities, except to the extent of her pecuniary interest therein.

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- These common units are owned directly by The Randa Duncan Williams 2003 Family Trust (the "Family Trust") for which Ms.
- (11) Williams serves as trustee. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by the Family Trust, except to the extent of her pecuniary interest therein.
 - (12) These common units are owned directly by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams' spouse. Ms. Williams disclaims beneficial ownership of the issuer units owned directly by A&W Ltd., except to the extent of her pecuniary interest therein.
 - (13) These common units are owned directly by Ms. Williams' spouse.
 - (14) These common units are owned jointly by Ms. Williams and her spouse.

Remarks:

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

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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