



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

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): July 20, 2007

**DUNCAN ENERGY PARTNERS L.P.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-33266**  
(Commission  
File Number)

**20-5639997**  
(I.R.S. Employer  
Identification No.)

**1100 Louisiana, 10<sup>th</sup> Floor**  
**Houston, Texas 77002**  
(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**  
(Registrant's Telephone Number, including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **TABLE OF CONTENTS**

[Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.](#)

[Item 7.01. Regulation FD Disclosure.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[Index to Exhibits](#)

[Press Release](#)

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 20, 2007, the board of directors and sole member of our general partner approved of the management and director changes discussed in more detail below.

(b) Effective August 1, 2007, Michael A. Creel will resign from his positions as Executive Vice President and Chief Financial Officer of our general partner. In connection with this resignation, Mr. Creel has been appointed to the position of President and Chief Executive Officer of the general partner of Enterprise Products GP, LLC, the general partner of Enterprise Products Partners L.P.

(c) Also effective August 1, 2007, W. Randall Fowler has been promoted from Senior Vice President to Executive Vice President and Chief Financial Officer, and William Ordemann has been named as an Executive Vice President of our general partner.

W. Randall Fowler, 50, was elected Senior Vice President, Treasurer and a Director of our general partner in October 2006 and a Director of EPE Holdings, LLC and Enterprise Products GP in February 2006. Mr. Fowler was elected Senior Vice President and Treasurer of Enterprise Products GP in February 2005 and Chief Financial Officer of EPCO in April 2005. Mr. Fowler, a certified public accountant (inactive), joined Enterprise Products Partners as Director of Investor Relations in January 1999 and served as Treasurer and a Vice President of Enterprise Products GP and EPCO from August 2000 to February 2005. Mr. Fowler has served as Senior Vice President and Chief Financial Officer of EPE Holdings, LLC since August 2005.

William Ordemann, 48, was elected as a Senior Vice President of Enterprise Products GP in September 2001, and was previously elected Vice President of Enterprise Products GP in October 1999. Mr. Ordemann was a Vice President of Shell Midstream Enterprises, LLC from January 1997 to February 1998, and Vice President of Tejas Natural Gas Liquids, LLC from February 1998 to September 1999. Shell Midstream Enterprises and Tejas Natural Gas Liquids were both affiliates of Shell.

Mr. Ordemann participates as a Class B limited partner in EPE Unit L.P. and EPE Unit III, L.P. (the "Employee Partnerships"), which were formed to provide additional long-term incentive compensation for certain of EPCO, Inc.'s employees by allowing them to participate in the appreciation in value of Enterprise GP Holdings L.P.'s ("EPE") common units.

The Class B limited partnership interests in the Employee Partnerships are generally subject to forfeiture if a Class B limited partner leaves employment with EPCO prior to the fifth anniversary of the Employee Partnership's formation. Generally, upon liquidation of the applicable Employee Partnership, vested Class B limited partners, including Mr. Ordemann if he so vests, will be entitled to receive EPE units with a then-fair-market-value equal to (a) the appreciation in EPE's unit price between the date of the applicable Employee Partnership's formation and its liquidation, less (b) any accrued but unpaid preference return due to the Class A limited partner.

(d) Effective August 1, 2007, Dr. Ralph S. Cunningham has been appointed as a director of our general partner.

Dr. Cunningham, 66, has served as Executive Vice President and Chief Operating Officer of Enterprise Products GP since December 2005 and a director since February 2006. He also is currently serving as Enterprise Products GP's interim President and Chief Executive Officer. Dr. Cunningham previously served as a director of Enterprise Products GP from 1998 until March 2005 and served as chairman and a director of the general partner of TEPPCO from March 2005 until November 2005. He retired in 1997 from CITGO Petroleum Corporation, where he had served as president and chief executive officer since 1995. Dr. Cunningham serves as a director of Tetra Technologies, Inc. (a publicly traded energy services and chemical company), EnCana Corporation (a Canadian publicly traded independent oil and natural gas company) and Agrium, Inc. (a Canadian publicly traded agricultural chemicals company). He was a director of EPCO from 1987 to 1997.

[Table of Contents](#)

**Item 7.01. Regulation FD Disclosure.**

Enterprise Products Partners L.P. issued a press release dated July 23, 2007 regarding the above officer and director changes. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in the press release attached as Exhibit 99.1 is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	Press Release dated July 23, 2007.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DUNCAN ENERGY PARTNERS L.P.**

By: DEP Holdings, LLC, as general partner

Date: July 26, 2007

By: /s/ Michael J. Knesek

Name: Michael J. Knesek

Title: Senior Vice President, Controller  
and Principal Accounting Officer  
of DEP Holdings, LLC

**Index to Exhibits**

**Exhibit  
Number**

**Exhibit**

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99.1 Press Release dated July 23, 2007.



Enterprise Products Partners L.P.  
P.O. Box 4324  
Houston, TX 77210  
(713) 381-6500

**Enterprise Products Partners Elects Creel President and CEO;  
Fowler Elected Chief Financial Officer**

Houston, Texas (July 23, 2007) – Enterprise Products Partners L.P. (NYSE: EPD) today announced the board of directors of its general partner has elected Michael A. Creel president and chief executive officer and that he will continue in his current role as a director of the general partner. Mr. Creel succeeds Dr. Ralph S. Cunningham, who resigned as interim president and chief executive officer (CEO) of the general partner of Enterprise Products Partners. In connection with these changes, Mr. Creel has resigned as director, president and CEO of the general partner of Enterprise GP Holdings L.P. (NYSE: EPE), whose general partner board of directors has appointed Dr. Cunningham as director, president and CEO. Mr. Creel also resigned as chief financial officer (CFO) of Enterprise Products Partners' general partner, a position he has held since 2000.

“Mike’s strong leadership and success in building a solid financial foundation for the partnership has been instrumental in establishing Enterprise as one of today’s premier midstream energy players,” said Dan L. Duncan, chairman of Enterprise Products Partners. “In his new role, Mike will be directly involved in implementing strategic initiatives that will drive the continued growth of our integrated energy value chain.” Mr. Duncan added that executive management responsible for commercial and business development functions within the partnership will report to Mr. Creel.

A certified public accountant with over 27 years of experience in the energy industry, Mr. Creel has served as executive vice president for the general partner of Enterprise Products Partners since 2001 and was elected senior vice president in 1999. Prior to joining Enterprise, Mr. Creel held a number of executive management positions with Shell affiliate Tejas Energy and NorAm Energy Corp. He is a graduate of McNeese State University in Lake Charles, Louisiana, where he earned a bachelor’s degree in accounting.

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The board of the general partner of Enterprise Products Partners has elected W. Randall (Randy) Fowler as chief financial officer to succeed Mr. Creel and also promoted Mr. Fowler to executive vice president. Mr. Fowler was also elected to these same positions at the general partner of Duncan Energy Partners L.P. (NYSE: DEP) by its board of directors. Mr. Fowler will continue in his current capacity as director of both boards, as well as executive vice president and CFO of the general partner of EPE.

Mr. Fowler joined Enterprise in January of 1999 as director of investor relations and was elected treasurer and vice president of the general partner of Enterprise Products Partners in August of 2000. He was promoted to senior vice president of the general partner of EPD in February of 2005. A certified public accountant (inactive), Mr. Fowler has more than 25 years of finance and accounting experience in the energy industry, having worked for NorAm Energy Corp., ArkLa Exploration Company, and Butler-Johnson, Inc. He holds a bachelors degree in accounting and a masters degree in finance from Louisiana Tech University.

In other actions, the board of directors of the general partner of Enterprise Products Partners elected William (Bill) Ordemann as chief operating officer to succeed Dr. Ralph S. Cunningham and promoted him to executive vice president. Mr. Ordemann reports to Mr. Creel and will be responsible for the Operations, Engineering and Environmental Health, Safety & Training functions within the shared services group. Mr. Ordemann will also hold this same position at EPE after being elected by its board of directors.

Since joining Enterprise in 1999, Mr. Ordemann has been responsible for asset management and business development in the natural gas processing and natural gas liquids businesses and has been instrumental in Enterprise's growth in this area, most recently in the development and execution of the partnership's Rocky Mountain growth initiative. Prior to joining Enterprise, he held numerous managerial positions in Operations, Engineering and Commercial areas for affiliates of Shell Oil Company. He holds a bachelor's degree in chemical engineering from Virginia Tech.

The actions of the various boards of directors will become effective Aug. 1, 2007.

Enterprise Products Partners L.P. is a publicly traded partnership with an enterprise value of more than \$19 billion that provides midstream energy services to

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producers and consumers of natural gas, natural gas liquids and crude oil in North America. Enterprise transports natural gas, NGLs and crude oil through more than 35,000 miles of onshore and offshore pipelines. Services include natural gas transportation, gathering, processing and storage; NGL fractionation (or separation), transportation, storage, and import and export terminaling; crude oil transportation and offshore production platform services. Additional information about the partnership is available at [www.epplp.com](http://www.epplp.com). Enterprise Products Partners L.P. is managed by its general partner, Enterprise Products GP, LLC, which is wholly owned by Enterprise GP Holdings L.P., a publicly traded GP partnership with an enterprise value of more than \$6 billion. For more information on Enterprise GP Holdings L.P., visit its website at [www.enterprisegp.com](http://www.enterprisegp.com).

Duncan Energy Partners is a publicly traded partnership that provides midstream energy services, including gathering, transportation, marketing and storage of natural gas, in addition to transportation and storage of natural gas liquids (NGLs) and petrochemicals. Duncan Energy Partners' assets, located primarily in the Gulf Coast region of Texas and Louisiana, include interests in more than 1,000 miles of natural gas pipelines with a transportation capacity of approximately 1 billion cubic feet per day; nearly 600 miles of NGL and petrochemical pipelines featuring access to the world's largest fractionation complex at Mont Belvieu, Texas; and 33 underground salt dome caverns with about 100 million barrels of NGL storage capacity. Additional information about Duncan Energy Partners is available at [www.deplp.com](http://www.deplp.com).

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