

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energy Transfer Equity, L.P. [ ETE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2007	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								38,976,090	I <sup>(1)</sup>	By EPE
Common Units Representing Limited Partnership Interests								72,000	I <sup>(2)</sup>	By Duncan LLC
Common Units Representing Limited Partnership Interests	12/28/2007		P		14,000	A	\$35.3199	14,000	D <sup>(3)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Enterprise GP Holdings L.P.</u>  (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000  (Street) HOUSTON TX 77002  (City) (State) (Zip)

**Explanation of Responses:**

1. These Common Units are directly owned by Enterprise GP Holdings L.P. ("EPE"). EPE Holdings, LLC ("EPE Holdings") is the general partner of EPE. Dan Duncan LLC ("Duncan LLC") owns 100% of the

membership interests of EPE Holdings. Dan L. Duncan Voting Trustee is the sole member of Duncan LLC, EPE Holdings, Duncan LLC, and Dan L. Duncan each have an indirect pecuniary interest in the Common Units. As of May 7, 2007, Duncan LLC owned directly Units of EPE, representing approximately 4.2% of the outstanding Units of EPE. Such persons, other than EPE, disclaim beneficial ownership of the Common Units other than the extent of their pecuniary interest therein.

2. These Common Units are directly owned by Duncan LLC.

3. The powers of attorney under which this form was signed are on file with the Commission.

**Remarks:**

William L. Soula, Attorney-in-  
Fact on Behalf of Dan L.  
Duncan and Enterprise GP      01/02/2008  
Holdings L.P.

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**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 Number.**