

**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*<br><u>WILLIAMS RANDA DUNCAN</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET<br>SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Enterprise GP Holdings L.P. [ EPE ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/22/2010                            |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                 |   |  |   |
| Units Representing Limited Partnership Interests | 11/22/2010                           |  | J <sup>(1)</sup>               |   | 13,921  | A          | \$0.00 <sup>(1)</sup> | 13,921  | I  | By Enterprise Products Holdings LLC <sup>(2)</sup>    |
| Units Representing Limited Partnership Interests | 11/22/2010                           |  | D                              |   | 13,921  | D          | \$0.00 <sup>(3)</sup> | 0   | I  | By Enterprise Products Holdings LLC <sup>(2)</sup>    |
| Units Representing Limited Partnership Interests | 11/22/2010                           |  | D                              |   | 589,945   | D          | \$0.00 <sup>(3)</sup> | 0   | I  | By EPCO Holdings <sup>(4)</sup>                       |
| Units Representing Limited Partnership Interests | 11/22/2010                           |  | D                              |   | 76,240,798  | D          | \$0.00 <sup>(3)</sup> | 0   | I  | By DFI <sup>(5)</sup>                                 |
| Units Representing Limited Partnership Interests | 11/22/2010                           |  | D                              |   | 25,162,804  | D          | \$0.00 <sup>(3)</sup> | 0   | I  | By DFI GP <sup>(6)</sup>                              |
| Units Representing Limited Partnership Interests | 11/22/2010                           |  | D                              |   | 75,000  | D          | \$0.00 <sup>(3)</sup> | 0   | I  | By A&W Ltd. <sup>(7)(8)</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*<br><u>WILLIAMS RANDA DUNCAN</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET<br>SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002<br><br>(City) (State) (Zip) |  |  |
|--|--|--|

1. Name and Address of Reporting Person\*

[DUNCAN FAMILY INTERESTS, INC.](#)

(Last) (First) (Middle)

300 DELAWARE AVENUE  
SUITE 900

(Street)

WILMINGTON DE 19801

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[EPCO Holdings, Inc.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DFI GP Holdings L.P.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DFI Holdings, LLC](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Dan Duncan LLC](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Enterprise Products Co](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET  
SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

**Explanation of Responses:**

1. Received in exchange for the cancellation of the general partner interest of Enterprise GP Holdings L.P. ("EGPH") in connection with the transactions contemplated by the Agreement and Plan of Merger dated as of September 3, 2010, by and among Enterprise Products Partners L.P. ("Products"), Enterprise GP, LLC, Enterprise ETE LLC, EGPB and EPE Holdings, LLC (the "MLP Merger Agreement").
2. Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC) was the general partner of EGPB and is a wholly owned subsidiary of Dan Duncan LLC ("Duncan LLC"). The Estate of Dan L. Duncan owns beneficial interest of all the member interests in Duncan LLC.
3. Disposed of in exchange for the Merger Consideration (as defined in the MLP Merger Agreement).
4. These Units were owned directly by EPCO Holdings, Inc. ("EPCO Holdings"). EPCO Holdings is an indirect, wholly owned subsidiary of Enterprise Products Company ("EPCO").
5. These Units were owned directly by Duncan Family Interests ("DFI"). DFI is an indirect, wholly owned subsidiary of EPCO.
6. These Units were directly owned by DFI GP Holdings L.P. ("DFIGP"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFIGP and Duncan LLC is a 4% limited partner of DFIGP. DFI Holdings is wholly owned by Duncan LLC. DFI owns a 95% limited partner interest in DFIGP.
7. These Units were owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
8. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

Transaction Codes D - Disposition to the issuer of issuer equity securities pursuant to Rule 16b-3(e) J - Other acquisition or disposition

|   |                                   |
|---|-----------------------------------|
| <a href="#"><u>Stephanie C. Hildebrandt on behalf of Randa Duncan Williams (as Attorney-in-Fact), Enterprise Products Holdings LLC &amp; EPCO; Mary S. Stawieky on behalf of DFI;</u></a> | <a href="#"><u>11/24/2010</u></a> |
| <a href="#"><u>Richard H. Bachmann on behalf of EPCO Holdings, Duncan LLC, DFI Holdings, and DFI GP Holdings</u></a>  |                                   |
| <a href="#"><u>/s/Mary S. Stawieky</u></a>  | <a href="#"><u>11/24/2010</u></a> |
| <a href="#"><u>Richard H. Bachmann</u></a>  | <a href="#"><u>11/24/2010</u></a> |
| <a href="#"><u>Richard H. Bachmann</u></a>  | <a href="#"><u>11/24/2010</u></a> |
| <a href="#"><u>Richard H. Bachmann</u></a>  | <a href="#"><u>11/24/2010</u></a> |
| <a href="#"><u>Richard H. Bachmann</u></a>  | <a href="#"><u>11/24/2010</u></a> |
| <a href="#"><u>Stephanie C. Hildebrandt</u></a>   | <a href="#"><u>11/24/2010</u></a> |
| ** 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.**