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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

ENTERPRISE GP HOLDINGS L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

293716-10-6

(CUSIP Number)

Richard H. Bachmann 1100 Louisiana Street 10th Floor Houston, Texas 77002 (713) 381-6500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 29, 2009

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box: o

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

8723 84-10-2

	NAME	OF DEI	OODTING DEDGON				
	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Dan L. I	Dan L. Duncan					
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	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
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	SOLIDO	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
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	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12							
	o N/A						
13	PERCE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	77.8%						
		F REP	ORTING PERSON				
14							
	IN	IN					

	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Dan Duncan LLC 76-0516773						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
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	CH	9	SOLE DISPOSITIVE POWER				
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W	ITH	10	SHARED DISPOSITIVE POWER				
			25,162,804				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	25,162,804 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12							
		o N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	18.1%	18.1%					
1.4		F REPO	ORTING PERSON				
14	OO - lim	OO - limited liability company					

	NAME OF REPORTING PERSON						
1	FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	DD Sec						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*						
11	3,745,673						
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	CHECK DOA IF THE AGGREGATE AMOUNT IN KOW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
	o N/A	o N/A					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13							
	2.7%						
14	TYPE OF REPORTING PERSON						
14	00 1:5	OO - limited liability company					
	00 - 111	inted Ha	whity Company				

NAME OF REPORTING PERSON					
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Duncan Family Interests, Inc. (formerly EPC Partners II, Inc.) 51-0371329					
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	E ONL	Y			
	E OF F	UNDS (SEE INSTRUCTIONS)			
CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
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111	10	71,860,405			
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o N/A					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
51.6% TYPE OF REPORTING PERSON					
14					
	I.R.S. ID Duncan CHECK (a) 0 (b) 0 SEC US SOURCE OO CHECK O CITIZED Delawar ER OF RES CIALLY CD BY CH RTING SON IH AGGRE 71,860,4 CHECK o N/A PERCEN 51.6%	I.R.S. IDENTIFE Duncan Family CHECK THE A (a) 0 (b) 0 SEC USE ONL SOURCE OF F OO CHECK IF DIS O CITIZENSHIP Delaware 7 ER OF RES CIALLY BOD SON TH 10 AGGREGATE 71,860,405 CHECK BOX I O N/A PERCENT OF S1.6% TYPE OF REPO			

	NAME (OF REI	PORTING PERSON				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	DFI Hol	DFI Holdings, LLC 20-2133514					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
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3	DEC 03	LOIL					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
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		10	25,162,804				
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	25,162,804						
40	CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12	o N/A	o N/A					
4.2		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	18.1%	18.1%					
4.4		TYPE OF REPORTING PERSON					
14	OO - lim	OO - limited liability company					
00 - пписе навшну сотрапу			DILITY COMPANY				

	NAME	OF REE	PORTING PERSON				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) DFI GP Holdings L.P. 20-2133626						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2	(a) o (b) o						
3	SEC US	E ONL	Y				
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS)				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
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W.	ITH	10	SHARED DISPOSITIVE POWER 25,162,804				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,162,804						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o N/A						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.1%						
14	TYPE OF REPORTING PERSON						

	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EPCO Holdings, Inc. 20-2936507						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
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	RTING SON	9	75,865				
W	ITH		SHARED DISPOSITIVE POWER				
		10	71,860,405				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	71,936,270						
40	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
12	o N/A						
1-	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	51.7%						
	TYPE OF REPORTING PERSON						
14							
	CO						

	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EPCO, Inc. (formerly Enterprise Products Company) 74-1675622						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
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	(b) o SEC US	E ONI	V				
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11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
	o N/A						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
10	56.8%						
14	TYPE OF REPORTING PERSON						
14	CO	СО					

Item 1. Security and Issuer.

This Amendment No. 5 on Schedule 13D/A relates to the units (the "Units") representing limited partner interests in Enterprise GP Holdings L.P., a Delaware limited partnership (the "Issuer" or "EPE"), whose principal executive offices are located at 1100 Louisiana Street, 10th Floor, Houston, Texas 77002, and updates the Schedule 13D originally filed by the Reporting Persons with the Commission on September 9, 2005, as amended by Amendment No. 1 thereto, filed February 15, 2007, Amendment No. 2 thereto, filed May 18, 2007, Amendment No. 3 thereto, filed on February 29, 2008 and Amendment No. 4 thereto, filed February 5, 2009 (the "Original Schedule 13D"). Capitalized terms not defined herein have the meanings given to them in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13D is hereby amended to add the following:

On February 9, 2009, EPCO Holdings, Inc. purchased 75,865 Units on the open market at a price of \$19.68 per Unit. The source of the funds used to purchase these Units was cash on hand.

Item 4. Purpose of the Transaction.

Item 4 of the Original Schedule 13D is hereby deleted in its entirety and the following information is substituted in lieu thereof:

Dan L. Duncan and affiliates controlled by him, including the reporting persons in this Schedule 13D, review their holdings in EPE on a continuous basis. The reporting persons may at any time determine to acquire additional EPE units representing limited partner interests, sell all or part of its holdings in EPE, or engage or participate in a transaction or series of transactions with the purpose or effect of influencing control over EPE.

Mr. Duncan and affiliates controlled by him directly or indirectly control the general partners of EPE, TEPPCO Partners L.P. ("TPP"), Enterprise Products Partners L.P. ("EPD") and Duncan Energy Partners L.P. ("DEP," and collectively with TEPPCO, EPE and EPD, the "Public Partnerships"). As such, Mr. Duncan and these affiliates control these publicly traded partnerships, subject only to limitations set forth in their partnership agreements. Limitations may include review and approvals of certain transactions by the Audit, Conflicts and Governance Committees of the general partners of the Public Partnerships ("the ACG Committees").

Mr. Duncan and affiliates controlled by him, including the Public Partnerships, also regularly consider strategic transactions, which transactions may be with third parties or related parties. Subject to any requisite approvals of independent directors on ACG Committees or limitations under the applicable partnership agreements, such transactions may take place at any time with or without prior notice to unitholders of the Public Partnerships. These transactions may include, without limitation, (1) entering into one or more privately negotiated transactions for the purchase or sale of units representing limited partner interests, (2) effecting open market purchases of units representing limited partner interests, (3) making a tender or exchange offer for some or all of the units representing limited partner interests, (4) seeking a merger, sale of assets or other form of business combination involving one or more of these entities or their general partners, or (5) taking other actions that could have the purpose or effect of directly or indirectly influencing control over these entities.

Management of EPD, after consultation with the Audit, Conflicts and Governance Committee of its general partner, has intiated discussions with the Audit, Conflicts and Governance Committee of TEPPCO regarding the feasibility of a potential combination of EPD and TEPPCO. The consideration initially proposed by EPD in a letter dated March 9, 2009 included consideration of 1.043 EPD common units for each issued and outstanding TEPPCO unit and cash equal to \$1.00 per TEPPCO unit. Based on the current number of outstanding TEPPCO units, this consideration for TEPPCO units would consist of an aggregate of approximately 109.5 million EPD common units and \$105 million in cash. The proposed consideration for TEPPCO units set forth in the letter by EPD provided a basis for commencing discussions and evaluations of the investment potential of a business combination.

The initial letter from EPD did not specify consideration to be paid for TEPPCO's general partner interests, including incentive distribution rights, or other financial terms or conditions. TEPPCO's general partner interests are owned by Texas Eastern Products Pipeline Company, LLC. EPE is the owner of the general partners of each of

EPE and TEPPCO, and it currently owns approximately 3.0% of the outstanding common units of EPD and 4.2% of the outstanding units of TEPPCO. Accordingly, the Reporting Persons expect definitive terms of any such combination will also require the approval of the ACG Committees. The Reporting Persons cannot predict whether any terms of a potential combination will be agreed upon initially by the ACG Committees of EPD and TEPPCO, or whether any potential combination if agreed upon by EPD and TEPPCO would be acceptable to the board of directors of EPE's general partner or its ACG Committee. The Reporting Persons believe that any combination of TEPPCO in which it is acquired by EPD, if approved and recommended by their general partners and ACG Committees, will also require the approval of TEPPCO unitholders in accordance with its partnership agreement.

At this time, the Reporting Persons believe EPD has not received any counteroffer from TEPPCO. The Reporting Persons and their affiliates may respond to inquiries by TEPPCO, EPD, EPE, their Audit, Conflicts and Governance Committees or their representatives. The Reporting Persons do not intend to update additional disclosures in its Schedule 13Ds regarding any plans or proposals made by EPD or TEPPCO unless or until definitive terms have been reached by these parties, or unless disclosure is otherwise required.

EPD does not currently own any TEPPCO units.

Except as stated above, no Reporting Person has any plans or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: April 29, 2009	/s/ Dan L. Duncan Dan L. Duncan
Dated: April 29, 2009	DAN DUNCAN LLC
	By: /s/ W. Randall Fowler W. Randall Fowler Executive Vice President
Dated: April 29, 2009	DD SECURITIES LLC
	By: /s/ W. Randall Fowler W. Randall Fowler Executive Vice President
Dated: April 29, 2009	DFI HOLDINGS, LLC
	By: DAN DUNCAN LLC, its sole member
	By: /s/ W. Randall Fowler W. Randall Fowler Executive Vice President
Dated: April 29, 2009	DFI GP HOLDINGS L.P.
	By: DFI HOLDINGS, LLC, its general partner
	By: DAN DUNCAN LLC, its sole member
	By: /s/ W. Randall Fowler
	W. Randall Fowler Executive Vice President
Dated: April 29, 2009	DUNCAN FAMILY INTERESTS, INC.
	By: /s/ Mary Stawikey Mary Stawikey President
Dated: April 29, 2009	EPCO, INC.
	By: /s/ W. Randall Fowler W. Randall Fowler President and Chief Executive Officer

Dated: April 29, 2009

EPCO HOLDINGS, INC.

By: /s/ W. Randall Fowler

W. Randall Fowler

President and Chief Executive Officer