
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:

*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.

SCHEDULE 13D

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Dan L. Duncan	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO, BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 353,771
	8	SHARED VOTING POWER 108,010,062
	9	SOLE DISPOSITIVE POWER 353,771
	10	SHARED DISPOSITIVE POWER 108,010,062
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 108,363,833	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.8%	
14	TYPE OF REPORTING PERSON IN	

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Dan Duncan LLC 76-0516773	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 25,162,804
	9	SOLE DISPOSITIVE POWER 0
	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) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.1%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) DD Securities LLC 26-1585743	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 3,745,673
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 3,745,673
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 3,745,673	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.7%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

CUSIP No. 8723 84-10-2

1	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	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 71,860,405
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 71,860,405
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON* 71,860,405	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.6%	
14	TYPE OF REPORTING PERSON CO	

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) DFI Holdings, LLC 20-2133514	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 25,162,804
	9	SOLE DISPOSITIVE POWER 0
	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) <input type="checkbox"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.1%	
14	TYPE OF REPORTING PERSON OO - limited liability company	

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) DFI GP Holdings L.P. 20-2133626	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 25,162,804
	9	SOLE DISPOSITIVE POWER 0
	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) <input type="checkbox"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.1%	
14	TYPE OF REPORTING PERSON PN	

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EPCO Holdings, Inc. 20-2936507	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO, BK	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 75,865
	8	SHARED VOTING POWER 71,860,405
	9	SOLE DISPOSITIVE POWER 75,865
	10	SHARED DISPOSITIVE POWER 71,860,405
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	71,936,270	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	51.7%	
14	TYPE OF REPORTING PERSON	
	CO	

CUSIP No. 8723 84-10-2

1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) EPCO, Inc. (formerly Enterprise Products Company) 74-1675622	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO, BK	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		79,101,585
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		79,101,585
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	79,101,585	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="radio"/> N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	56.8%	
14	TYPE OF REPORTING PERSON	
	CO	

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. ("TEPP"), 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 initiated 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.

Dated: April 29, 2009

EPCO HOLDINGS, INC.

By: /s/ W. Randall Fowler

W. Randall Fowler
President and Chief Executive Officer