

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	
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1. Name and Address of Reporting Person* CUNNINGHAM RALPH S (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Enterprise GP Holdings L.P. [EPE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			
Units Representing Limited Partnership Interests	08/06/2010		M ⁽¹⁾		37,718	A	\$0.00 ⁽¹⁾	41,718	D	
Units Representing Limited Partnership Interests	08/06/2010		M ⁽²⁾		10,725	A	\$0.00 ⁽²⁾	52,443	D	
Units Representing Limited Partnership Interests	08/06/2010		M ⁽³⁾		96,908	A	\$0.00 ⁽³⁾	149,351	D	

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					
Class B Limited Partnership Interest in Enterprise Unit L.P.	(1)	08/06/2010		M ⁽¹⁾			0 ⁽¹⁾	(1)	(1)	Units (1)	\$0.00	0 ⁽¹⁾	D	
Class B Limited Partnership Interest in EPE Unit II L.P.	(2)	08/06/2010		M ⁽²⁾			0 ⁽²⁾	(2)	(2)	Units (2)	\$0.00	0 ⁽²⁾	D	
Class B Limited Partnership Interest in EPE Unit III L.P.	(3)	08/06/2010		M ⁽³⁾			0 ⁽³⁾	(3)	(3)	Units (3)	\$0.00	0 ⁽³⁾	D ⁽⁴⁾	

Explanation of Responses:

- On August 6, 2010, Enterprise Unit L.P. ("Enterprise Unit") was liquidated in accordance with its agreement of limited partnership. Upon Enterprise Unit's liquidation, the reporting person's Class B limited partner interest in Enterprise Unit automatically converted into the right to receive 37,718 units representing limited partnership interests in Enterprise GP Holdings L.P. ("Units"), based on the reporting person's percentage share of Class B limited partner interest in Enterprise Unit immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of Enterprise Unit, the reporting person no longer has any interest in Enterprise Unit.
- On August 6, 2010, EPE Unit II L.P. ("EPE Unit II") was liquidated in accordance with its agreement of limited partnership. Upon EPE Unit II's liquidation, the reporting person's Class B limited partner interest in EPE Unit II automatically converted into the right to receive 10,725 Units based on the reporting person's percentage share of Class B limited partner interest in EPE Unit II immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of EPE Unit II, the reporting person no longer has any interest in EPE Unit II.
- On August 6, 2010, EPE Unit III L.P. ("EPE Unit III") was liquidated in accordance with its agreement of limited partnership. Upon EPE Unit III's liquidation, the reporting person's Class B limited partner interest in EPE Unit III automatically converted into the right to receive 96,908 Units based on the reporting person's percentage share of Class B limited partner interest in EPE Unit III immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of EPE Unit III, the reporting person no longer has any interest in EPE Unit III.
- The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3

/s/Wendi S. Bickett, Attorney- 08/10/2010
in-Fact on behalf of Ralph S.
Cunningham

** 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.