

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>WILLIAMS RANDA DUNCAN</u> (Last) (First) (Middle) <u>1100 LOUISIANA STREET</u> <u>SUITE 1000</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ENTERPRISE PRODUCTS PARTNERS</u> <u>L.P. [EPD]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2019</u> | |
| | 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Units Representing Limited Partnership Interests | 12/12/2019 | | P | | 9,299 | A | \$27.8532 ⁽¹⁾ | 4,199,968 | I | By RDW Family Trust ⁽²⁾ |
| Common Units Representing Limited Partnership Interests | 12/12/2019 | | P | | 9,299 | A | \$27.8532 ⁽¹⁾ | 4,199,968 | I | By DGD Family Trust ⁽³⁾ |
| Common Units Representing Limited Partnership Interests | 12/12/2019 | | P | | 9,299 | A | \$27.8532 ⁽¹⁾ | 4,199,968 | I | By MDF Family Trust ⁽⁴⁾ |
| Common Units Representing Limited Partnership Interests | 12/12/2019 | | P | | 9,299 | A | \$27.8532 ⁽¹⁾ | 4,199,968 | I | By SDD Family Turst ⁽⁵⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 70,408,549 | I | By EPCO ⁽⁶⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 591,049,499 | I | By EPCO Holdings ⁽⁷⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 4,346,154 | I | By EPCO Investments ⁽⁸⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 2,723,052 | I | By EPD PubCo I ⁽⁹⁾⁽¹⁰⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 2,834,198 | I | By EPD PubCo II ⁽¹¹⁾⁽¹²⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 6,400,000 | I | By EPD IV ⁽¹³⁾⁽¹⁴⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 1,600,000 | I | By EPCO II ⁽¹⁵⁾⁽¹⁶⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 1,111,438 | I | By EPD PrivCo I ⁽¹⁷⁾⁽¹⁸⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 469,923 | I | By RLD Grantor Trust ⁽¹⁹⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 469,923 | I | By DGD Grantor Trust ⁽²⁰⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 469,923 | I | By MDD Grantor Trust ⁽²¹⁾ |

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 | | | | | | | | 469,923 | I | By SDD Irrevocable Trust ⁽²²⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 401,097 | I | By A&W Ltd. ⁽²³⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 10,000 | I | By Chaswil, Ltd. ⁽²⁴⁾ |
| Common Units Representing Limited Partnership Interests | | | | | | | | 9,090 | I | By spouse |
| Common Units Representing Limited Partnership Interests | | | | | | | | 4,040 | I | Jointly with spouse ⁽²⁵⁾ |

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*

[WILLIAMS RANDA DUNCAN](#)

(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)

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)

Explanation of Responses:

1. Represents the weighted average purchase price. These common units representing limited partner interests in the issuer ("Common Units") were purchased at various prices ranging from \$27.58 to \$28.21. Financial information regarding the number of Common Units purchased at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security

holder of the issuer.

2. These Common Units are owned directly by The Randa Duncan Williams 2018 Family Trust (the "RDW Family Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the RDW Family Trust, except to the extent of her pecuniary interest therein.
3. These Common Units are owned directly by The Dannine Gale Duncan 2018 Family Trust (the "DGD Family Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the DGD Family Trust, except to the extent of her pecuniary interest therein.
4. These Common Units are owned directly by The Milane Duncan Frantz 2018 Family Trust (the "MDF Family Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the MDF Family Trust, except to the extent of her pecuniary interest therein.
5. These Common Units are owned directly by The Scott D. Duncan 2003 Family Trust (the "SDD Family Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the SDD Family Trust, except to the extent of her pecuniary interest therein.
6. These Common Units are owned directly by Enterprise Products Company ("EPCO"). Ms. Williams serves as one of three voting trustees who collectively have voting and dispositive power over a majority of the outstanding voting stock of EPCO. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by EPCO, except to the extent of her pecuniary interest therein.
7. These Common Units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), a direct wholly owned subsidiary of EPCO. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by EPCO Holdings, except to the extent of her pecuniary interest therein.
8. These Common Units are owned directly by EPCO Investments L.P. ("EPCO Investments"). EPCO directly owns 100% of the outstanding limited partner interests in EPCO Investments. Ms. Williams serves as an officer and manager of EPCO Investments GP LLC, the general partner of EPCO Investments and an affiliate of EPCO. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by EPCO Investments, except to the extent of her pecuniary interest therein.
9. These Common Units are owned directly by EPD PubCo Unit I L.P., a Delaware limited partnership ("EPD PubCo I"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPD PubCo I. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD PubCo I. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.
10. Within 30 days after February 22, 2020 (or an earlier vesting date), EPD PubCo I will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$63,746,647.32. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo I. The Class B limited partner interests are subject to forfeiture.
11. These Common Units are owned directly by EPD PubCo Unit II L.P., a Delaware limited partnership ("EPD PubCo II"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPD PubCo II. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD PubCo II. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.
12. Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PubCo II will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$66,348,575.18. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo II. The Class B limited partner interests are subject to forfeiture.
13. These Common Units are owned directly by EPD 2018 Unit IV L.P., a Delaware limited partnership ("EPD IV"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPD IV. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD IV. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.
14. Within 30 days after December 3, 2023 (or an earlier vesting date), EPD IV will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$172,928,000. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD IV. The Class B limited partner interests are subject to forfeiture.
15. These Common Units are owned directly by EPCO Unit II L.P., a Delaware limited partnership ("EPCO II"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPCO II. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPCO II. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.
16. Within 30 days after December 3, 2023 (or an earlier vesting date), EPCO II will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$43,232,000. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPCO II. The Class B limited partner interests are subject to forfeiture.
17. These Common Units are owned directly by EPD PrivCo Unit I L.P., a Delaware limited partnership ("EPD PrivCo I"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPD PrivCo I. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD PrivCo I. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.
18. Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PrivCo I will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$26,018,763.58. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PrivCo I. The Class B limited partner interests are subject to forfeiture.
19. These Common Units are owned directly by The Randa Lynn Duncan 1990 Grantor Trust (the "RLD Grantor Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the RLD Grantor Trust, except to the extent of her pecuniary interest therein.
20. These Common Units are owned directly by The Dannine Gale Duncan 1990 Grantor Trust (the "DGD Grantor Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the DGD Grantor Trust, except to the extent of her pecuniary interest therein.
21. These Common Units are owned directly by The Milane Diane Duncan 1990 Grantor Trust (the "MDD Grantor Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the MDD Grantor Trust, except to the extent of her pecuniary interest therein.
22. These Common Units are owned directly by The Scott Daniel Duncan Irrevocable Trust (the "SDD Irrevocable Trust"), for which Ms. Williams serves as a director of an entity trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the SDD Irrevocable Trust, except to the extent of her pecuniary interest therein.
23. These Common Units are owned directly by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams' spouse. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by A&W Ltd., except to the extent of her pecuniary interest therein.
24. These Common Units are owned directly by Chaswil, Ltd., an affiliate of Ms. Williams' spouse. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by Chaswil, Ltd., except to the extent of her pecuniary interest therein.
25. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code P - Open market or private purchase of non-derivative or derivative security

[/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Randa Duncan Williams and Assistant Secretary of EPCO and EPCO Holdings](#)

** 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.