

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u>			2. Issuer Name and Ticker or Trading Symbol <u>Enterprise GP Holdings L.P. [EPE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman / Officer & Dir. of Subsidiary</u>		
(Last) (First) (Middle) <u>2727 NORTH LOOP WEST</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2006</u>					
(Street) <u>HOUSTON TX 77008</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	03/23/2006		P		6,000	A	\$38.9248	43,400	I ⁽¹⁾	By EPCO
Units Representing Limited Partnership Interests								71,119,631	I ⁽²⁾	By DFI
Units Representing Limited Partnership Interests								233,271	I ⁽³⁾	By 2000 Trust
Units Representing Limited Partnership Interests								1,821,428	I ⁽⁴⁾	By EPE Unit
Units Representing Limited Partnership Interests								3,726,273	I ⁽⁵⁾	By Duncan LLC

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	Title	Amount or Number of Shares				
Class B Ltd Ptner Interests in EPE Unit L.P.-Obl to Deliv ⁽⁶⁾	\$38							08/23/2010	08/23/2010	Units	1,821,428 ⁽⁶⁾		1,821,428 ⁽⁶⁾	I	By EPE Unit ⁽⁷⁾

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u>		
(Last)	(First)	(Middle)
<u>2727 NORTH LOOP WEST</u>		
(Street)		
<u>HOUSTON</u>	<u>TX</u>	<u>77008</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>EPCO, Inc.</u>		
(Last)	(First)	(Middle)
<u>2707 NORTH LOOP WEST</u>		
(Street)		
<u>HOUSTON</u>	<u>TX</u>	<u>77008</u>
(City)	(State)	(Zip)

Explanation of Responses:

- These Units are owned by EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- These Units are owned by Duncan Family Interests, Inc. ("DFI"), an indirect, wholly-owned subsidiary of EPCO.
- These Units are owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.
- These Units are owned by EPE Unit, a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit.
- These Units are owned by Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
- EPE Unit owns 1,821,428 Units (reported in Table I). On August 23, 2010, EPE Unit will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to approximately 1,821,428 minus the quotient of \$51,000,000 divided by the market price (as defined) of the Units on August 23, 2010. The remaining Units will be distributed to DFI as the Class A Limited Partner.
- The power of attorney under which this form was signed is attached as Exhibit 24.

Remarks:

William L. Soula, Attorney in Fact for Dan L. Duncan and Assistant Secretary of EPCO, Inc. 03/27/2006
** 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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THIS DOCUMENT: That Dan L. Duncan has made, constituted, and appointed, and by this document does make, constitute, and appoint RICHARD H. BACHMANN, MICHAEL A. CREEL, STEPHANIE C. HILDEBRANDT, KATHRYN L. MCCOY, and WILLIAM L. SOULA, Attorneys-in-Fact,

_____/s/ Richard H. Bachmann_____

Richard H. Bachmann, Attorney-in-Fact

_____/s/ Michael A. Creel_____

Michael A. Creel, Attorney-in-Fact

_____/s/ Stephanie C. Hildebrandt_____

Stephanie C. Hildebrandt, Attorney-in-Fact

_____/s/ Kathryn L. McCoy_____

Kathryn L. McCoy, Attorney-in-Fact

_____/s/ William L. Soula_____

William L. Soula, Attorney-in-Fact

or any of them, signing singly, its true and lawful attorney-in-fact, and in its name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer of (i) EPE Holdings, LLC, the sole general partner of Enterprise Energy Services, Inc., all documents and forms necessary to carry out the undersigned's duties as an officer of EPE Holdings, LLC, the sole general partner of Enterprise Energy Services, Inc.,
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and time
3. Take any other action of any type whatsoever in connection with or in furtherance of the matters described in paragraphs 1 and 2 above which in the opinion of the undersigned is necessary or desirable to carry out the undersigned's duties as an officer of EPE Holdings, LLC, the sole general partner of Enterprise Energy Services, Inc.

Giving and granting to each such attorney-in-fact full power and authority to do and perform every act necessary and proper to be done in the exercise of the undersigned's duties as an officer of EPE Holdings, LLC, the sole general partner of Enterprise Energy Services, Inc.

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings in EPE Holdings, LLC, the sole general partner of Enterprise Energy Services, Inc.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _23rd_ day of March, 2006.

_____/s/ Dan L. Duncan_____

DAN L. DUNCAN