

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* <u>DUNCAN DAN L</u> (Last) (First) (Middle) 1100 LOUISIANA STREET, SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Duncan Energy Partners L.P. [DEP]</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 type="checkbox"/> Other (specify below) Chairman |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/23/2009 | |
| | 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 | | | |
| Common Units Representing Limited Partnership Interests | 06/23/2009 | | P ⁽¹⁾ | | 99,453 | A | \$15.58 | 99,453 | I ⁽²⁾ | By EPCO Holdings |
| Common Units Representing Limited Partnership Interests | | | | | | | | 34,726,987 | I ⁽³⁾ | By GTM |
| Common Units Representing Limited Partnership Interests | | | | | | | | 103,100 | I ⁽⁴⁾ | By Duncan LLC |
| Common Units Representing Limited Partnership Interests | | | | | | | | 282,500 | D ⁽⁵⁾ | |

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 | | | | | |

Explanation of Responses:

- Private purchase of DEP common units.
- These units are owned by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"); Dan L. Duncan owns 50.427% of the voting stock of EPCO. Accordingly, Mr. Duncan may be deemed to beneficially own the DEP common units owned directly by EPCO Holdings. Mr. Duncan disclaims beneficial ownership of the DEP common units owned directly by EPCO Holdings other than to the extent of his pecuniary interest.
- These common units are owned directly by Enterprise GTM Holdings LP ("GTM"). Enterprise Products Operating LLC ("EPO") owns a 99% limited partner interest in GTM and Enterprise GTMGP, LLC ("GTMGP") owns a 1% general partner interest. GTMGP is a wholly owned subsidiary of Enterprise Products GTM, LLC, which is a wholly owned subsidiary of EPO. EPO is an indirect wholly owned subsidiary of Enterprise Products Partners LP ("EPD"). The general partner of EPD is Enterprise Products GP, LLC ("EPD GP"), which is a wholly owned subsidiary of Enterprise GP Holdings LP ("EPE"). EPD GP owns a 2% general partner interest and related incentive distribution rights in EPD, and EPE owns approximately 3% of the outstanding common units of EPD as of June 23, 2009. The general partner of EPE is EPE Holdings, LLC ("EPE GP"), which is wholly owned by Dan Duncan LLC ("Duncan LLC"). Mr. Duncan, Duncan LLC, and other affiliates of Mr. Duncan also collectively own approximately 78% of the outstanding units of EPE as of June 23, 2009. Accordingly, Mr. Duncan and his affiliates may be deemed to beneficially own the DEP common units owned directly by GTM. Mr. Duncan disclaims beneficial ownership of the DEP common units owned directly by GTM other than to the extent of his pecuniary interest.
- These Common Units are owned directly by Duncan LLC. Mr. Duncan is the sole member of Duncan LLC.
- The powers of attorney under which this form was signed are on file with the Commission.

Remarks:

Stephanie C. Hildebrandt,
Attorney-in-Fact on behalf of 06/25/2009
Dan L. Duncan

** 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.