

**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*<br><u>EPCO, Inc.</u><br><br>(Last) (First) (Middle)<br>2707 NORTH LOOP WEST<br><br>(Street)<br>HOUSTON TX 77008<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Enterprise GP Holdings L.P. [ EPE ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>General Partner of EPE Unit LP</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/02/2006                            |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  |   |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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 | 08/02/2006                           |  | P                              |   | 8,300   | A          | \$35.541 | 136,600   | I <sup>(1)</sup>   | By EPCO   |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |          | 71,119,631  | I <sup>(2)</sup>   | By DFI  |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |          | 243,071   | I <sup>(3)</sup>   | By 2000 Trust   |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |          | 1,821,428   | I <sup>(4)</sup>   | By EPE Unit   |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |          | 3,726,273   | I <sup>(5)</sup>   | 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 |   |  |  |   |  |
| Class B Ltd Ptnr Interests in EPE Unit L.P.-Obl to Delive <sup>(6)</sup> | \$28   |                                      |  |                                |   |  |     | 08/23/2010   | 08/23/2010      | Units   | 1,821,428 <sup>(6)</sup>                   | 1,821,428 <sup>(6)</sup>   | I   | By EPE Unit <sup>(7)</sup>                             |

1. Name and Address of Reporting Person\*  
EPCO, Inc.  
 (Last) (First) (Middle)  
 2707 NORTH LOOP WEST  
 (Street)  
 HOUSTON TX 77008  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DUNCAN DAN L  
 (Last) (First) (Middle)

SUITE 1800  
1100 LOUISIANA STREET

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(Street)  
HOUSTON TX 77002

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(City) (State) (Zip)

**Explanation of Responses:**

1. These Units are owned by EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
2. These Units are owned by Duncan Family Interests, Inc. ("DFI"), an indirect, wholly-owned subsidiary of EPCO.
3. These Units are owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.
4. 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.
5. These Units are owned by Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
6. 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.
7. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

[William L. Soula, Attorney in  
Fact for Dan L. Duncan and  
Assistant Secretary of EPCO,  
Inc.](#) [08/04/2006](#)

\*\* 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.**