

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>EPE Holdings, LLC</u> (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2008	3. Issuer Name and Ticker or Trading Symbol <u>Duncan Energy Partners L.P. [DEP]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	5,393,100	I ⁽¹⁾ (2)(4)	By EPO

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Units Representing Limited Partnership Interests	(3)	(3)	Common Units	37,333,887	(3)	I ⁽¹⁾ (2)(4) By GTM ⁽⁵⁾

1. Name and Address of Reporting Person*
EPE Holdings, LLC
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Enterprise GP Holdings L.P.
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ENTERPRISE PRODUCTS GP LLC
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Enterprise Products OLPGP, Inc.
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Enterprise Products Operating LLC
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Enterprise Products GTM, LLC
 (Last) (First) (Middle)
 103 FOULK ROAD, SUITE 202
 (Street)
 WILMINGTON DE 19803
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Enterprise GTMGP, LLC
 (Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)
HOUSTON TX 77002
(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise GTM Holdings L.P.](#)

(Last) (First) (Middle)
1100 LOUISIANA STREET; SUITE 1000
(Street)
HOUSTON TX 77002
(City) (State) (Zip)

Explanation of Responses:

1. EPE Holdings, LLC ("EPE GP") is the general partner of Enterprise GP Holdings L.P. ("EPE"). EPE owns 100% of the member interests in Enterprise Products GP, LLC ("EPD GP"). EPD GP is the general partner of Enterprise Products Partners L.P. ("EPD"). EPD owns 100% of the outstanding shares of Enterprise Products OLPGP, Inc. ("OLPGP") and 99.999% of the membership interests of Enterprise Products Operating LLC ("EPO"). OLPGP owns a .001% membership interest in EPO and is EPO's sole manager. EPO owns 100% of the membership interests of Enterprise Products GTM, LLC ("GTMLLC") and a 99% limited partner interest in Enterprise GTM Holdings L.P. ("GTM"). GTMLLC owns 100% of the membership interests in Enterprise GTMGP, LLC ("GTMGP"). GTMGP owns a 1% general partner interest in GTM. [Continued in footnote 2]
2. [Continued from footnote 1] As a result of GTM's acquisition of Class B units described in Table II hereof, GTM is, and GTMGP, GTMLLC, OLPGP, EPD GP, EPE and EPE GP are now deemed to be, greater than 10% holders of DEP units. Each of the reporting persons disclaims beneficial ownership of the common units included on this Form 3 other than to the extent of its pecuniary interest.
3. The Class B Units will convert to DEP common units on February 1, 2009 on a one-for-one basis.
4. On December 8, 2008, GTM contributed certain assets to the Issuer in exchange for 37,333,887 Class B Common Units representing limited partnership interest in the Issuer (the "Class B Units") and \$280 million in cash. On December 8, 2008, EPO acquired 41,529 common units from the Issuer at a price of \$12.04 per unit. EPO previously acquired a net 5,351,571 common units from the Issuer in connection with the Issuer's initial public offering priced on January 30, 2007. EPD has previously reported its indirect beneficial interest.
5. The power of attorney under which this form was signed is attached as Exhibit 24.

Remarks:

[William L. Soula, Assistant Secretary of EPE
GP, EPD GP, OLPGP, and GTMGP; also
Attorney-in-Fact on behalf of GTMLLC](#) 12/18/2008

** 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 5 (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.

KNOW ALL PERSONS BY THIS DOCUMENT: That I, Darryl E. Smith, a Manager of Enterprise Products GTM, LLC, a Delaware limited liability company (the "Company"),

_____/s/ Richard H. Bachmann_____

Richard H. Bachmann, Attorney-in-Fact

_____/s/ Stephanie C. Hildebrandt_____

Stephanie C. Hildebrandt, Attorney-in-Fact

_____/s/ Philip C. Neisel_____

Philip C. Neisel, Attorney-in-Fact

_____/s/ William L. Soula_____

William L. Soula, Attorney-in-Fact

_____/s/ Vickie L. Graham_____

Vickie L. Graham, Attorney-in-Fact

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

1. Execute, deliver and file on behalf of the Company, any U.S. Securities and Exchange Commission Form 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934.
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 and expense.
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 purposes of this Power of Attorney.

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 powers herein granted.

This Power of Attorney shall remain in effect until the Company is no longer required to file Forms 3, 4 and 5 with respect to the Company's holdings of and in the securities of the Company.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be executed as of this _17th _ day of December, 2008.

ENTERPRISE PRODUCTS GTM, LLC

By: _____ /s/ Darryl E. Smith _____

Darryl E. Smith, Manager