
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 9, 2011

DUNCAN ENERGY PARTNERS L.P.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-33266
(Commission
File Number)

20-5639997
(I.R.S. Employer
Identification No.)

1100 Louisiana Street, 10th Floor
Houston, Texas 77002
(Address of Principal Executive Offices, including Zip Code)

(713) 381-6500
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On August 9, 2011, Duncan Energy Partners L.P. (“Duncan Energy Partners”) issued a press release announcing its financial and operating results for the three and six months ended June 30, 2011 and will hold a joint webcast conference call with Enterprise Products Partners L.P. discussing those results. A copy of the earnings press release is furnished as Exhibit 99.1 to this Current Report, which is hereby incorporated by reference into this Item 2.02. The webcast conference call will be archived and available for replay on Duncan Energy Partners’ website at www.deplp.com for 90 days.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Duncan Energy Partners L.P. press release dated August 9, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

DUNCAN ENERGY PARTNERS L.P.

By: DEP Holdings, LLC, as general partner

Date: August 9, 2011

By: /s/ Michael J. Knesek
Name: Michael J. Knesek
Title: Senior Vice President, Controller
and Principal Accounting Officer
of DEP Holdings, LLC

Exhibit Index

Exhibit No. Description

99.1 Duncan Energy Partners L.P. press release dated August 9, 2011.



P.O. Box 4324
Houston, TX 77210
(713) 381-6500

Duncan Energy Partners Reports Second Quarter 2011 Results

Houston, Texas (August 9, 2011) – Duncan Energy Partners L.P. (the “Partnership”) (NYSE: DEP) today announced its financial and operating results for the three and six months ended June 30, 2011. Net income attributable to Duncan Energy Partners for the second quarter of 2011 was \$22.5 million, or \$0.39 per common unit on a fully diluted basis, compared to \$23.3 million, or \$0.40 per common unit on a fully diluted basis, for the second quarter of 2010.

The Partnership’s distributable cash flow was \$33.8 million for the second quarter of 2011 compared to \$32.8 million for the second quarter of 2010. On July 15, 2011, the Board of Directors of Duncan Energy Partners’ general partner declared an increase in the Partnership’s quarterly cash distribution rate with respect to the second quarter of 2011 to \$0.46 per common unit, or \$1.84 per unit on an annualized basis. This is a 2.2 percent increase over the \$0.45 per unit that was paid with respect to the second quarter of 2010. The Partnership’s distributable cash flow for the second quarter of 2011 provided approximately 1.26 times coverage of the cash distribution that will be paid on August 10, 2011 to unitholders of record on July 29, 2011. The Partnership retained approximately \$7.0 million of distributable cash flow in the second quarter of 2011 that can be used to fund growth capital projects. Distributable cash flow is a non-generally accepted accounting principle (“non-GAAP”) financial liquidity measure that is defined and reconciled later in this press release to its most directly comparable U.S. GAAP financial measure, which is net cash flows provided by operating activities.

“Duncan Energy reported solid results again this quarter with each of our business segments reporting increases in gross operating margin for the second quarter of 2011 compared to the same quarter in 2010,” said W. Randall Fowler, president and chief executive officer of the general partner of Duncan Energy Partners. “We continue to benefit from increased natural gas and NGL pipeline and fractionation volumes from the Eagle Ford Shale play in South Texas. Cash flow from our fee-based assets enabled us to increase the cash distribution to our partners for the 11th consecutive quarter while retaining cash to invest in capital projects such as the Haynesville Extension Pipeline project.”

Fowler added, “Completion of the Haynesville Extension project is on schedule. We plan to commission the pipeline in stages beginning in early August with an anticipated start up in late September. Based on this schedule we expect to begin collecting monthly demand charges on October 1, 2011.”

Review of Segment Quarterly Performance

Since Duncan Energy Partners consolidates the financial results of its controlled operating subsidiaries, the following discussion of segment results presents gross operating margin and volumes on a 100 percent basis, even though the Partnership owns less than 100 percent of these businesses. Gross operating margin is a non-GAAP financial performance measure that is defined and reconciled later in this press release to its most directly comparable GAAP financial measure, which is operating income.

Natural Gas Pipelines & Services – Gross operating margin for the second quarter of 2011 increased 38 percent to \$51.2 million from \$37.1 million for the second quarter of 2010. Gross operating margin from the Texas Intrastate System increased \$14.4 million due to higher firm capacity reservation revenues and increased throughput volumes and fees. Increased natural gas production volumes from the Eagle Ford Shale supply basin resulted in

stronger demand for our natural gas transportation services during the second quarter of 2011 compared to the same quarter last year.

Total natural gas pipeline volumes averaged 4.9 trillion British thermal units per day (“TBtus/d”) in the second quarter of 2011, compared to 4.7 TBtus/d recorded in the second quarter of 2010.

NGL Pipelines & Services – Gross operating margin for the second quarter of 2011 was \$33.0 million compared to \$31.6 million reported for the second quarter of 2010. Excluding operational measurement gains and losses associated with the Partnership’s Mont Belvieu storage complex that are allocated to Enterprise Products Partners L.P. (“Enterprise”) through noncontrolling interest, gross operating margin increased 11 percent to \$31.1 million for the second quarter of 2011 from \$28.1 million for the second quarter of 2010. Gross operating margin this quarter benefited from increased NGL pipeline and fractionation volumes on the South Texas NGL System. Scheduled downtime for maintenance and facility expansion projects negatively impacted NGL pipeline and fractionation volumes on our South Texas NGL System during the second quarter of 2010.

NGL pipeline volumes increased 20 percent to 134 thousand barrels per day (“MBPD”) in the second quarter of 2011 from 112 MBPD in the second quarter of 2010. NGL fractionation volumes increased 27 percent to 84 MBPD this quarter from 66 MBPD in the second quarter last year.

Petrochemical Services – Gross operating margin for the second quarter of 2011 increased to \$3.0 million from \$2.8 million in the second quarter of 2010, primarily due to increased deficiency fee revenues on the Lou-Tex Propylene Pipeline, partially offset by higher pipeline integrity expenses on the Lou-Tex and Sabine Propylene Pipelines.

Total petrochemical transportation volumes averaged 35 MBPD for the second quarter of 2011 compared to 37 MBPD in the second quarter of 2010.

Capitalization

Duncan Energy Partners had total debt principal outstanding of \$1.15 billion at June 30, 2011. The Partnership had total liquidity of approximately \$394 million at the end of the second quarter, including availability under the Partnership’s revolving credit facility and its proportional share of cash.

Total consolidated capital spending in the second quarter of 2011 was \$516.4 million, which included approximately \$357 million spent on the Haynesville Extension project and \$16.2 million for sustaining capital expenditures. Duncan Energy Partners’ 66 percent share of the capital expenditures associated with the Haynesville Extension project during the second quarter was approximately \$236 million.

Supplemental Selected Standalone Financial Information

In February 2007, Duncan Energy Partners acquired controlling ownership interests in five midstream energy companies (the “DEP I Midstream Businesses”) from Enterprise in a drop down transaction. In December 2008, Duncan Energy Partners acquired controlling ownership interests in three additional midstream energy companies (the “DEP II Midstream Businesses”) from Enterprise in a second drop down transaction.

To assist investors and other users of our financial statements, Exhibit A to this press release includes selected financial information of Duncan Energy Partners L.P. on a standalone basis apart from that of our consolidated financial information. A key difference between the supplemental selected standalone financial information and our general purpose consolidated financial statements is that the DEP I and DEP II Midstream Businesses (i.e., the Partnership’s operating subsidiaries) are viewed as investments and presented as unconsolidated affiliates by Duncan Energy Partners L.P. on a standalone basis.

Use of Non-GAAP Financial Measures

This press release includes the non-GAAP financial measures of gross operating margin and distributable cash flow. The exhibits accompanying this press release provide reconciliations of these non-GAAP financial

measures to their most directly comparable financial measures calculated and presented in accordance with GAAP. Our non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income, operating income, net cash flows provided by operating activities or any other GAAP measure of financial performance or liquidity. Our non-GAAP financial measures may not be comparable to similarly-titled measures of other companies because they may not calculate such measures in the same manner as we do.

Gross operating margin. We evaluate segment performance based on the non-GAAP financial measure of gross operating margin. Gross operating margin (either in total or by individual segment) is an important performance measure of the core profitability of our operations. This measure forms the basis of our internal financial reporting and is used by management in deciding how to allocate capital resources among business segments. We believe that investors benefit from having access to the same financial measures that management uses in evaluating segment results. The GAAP financial measure most directly comparable to total segment gross operating margin is operating income.

We define total segment gross operating margin as operating income before: (i) depreciation, amortization and accretion expense; (ii) non-cash asset impairment charges; (iii) gains and losses from asset sales and related transactions; and (iv) general and administrative costs. Gross operating margin by segment is calculated by subtracting segment operating costs and expenses (net of the adjustments noted above) from segment revenues, with both segment totals before the elimination of any intersegment and intrasegment transactions. In accordance with GAAP, intercompany accounts and transactions are eliminated in consolidation. Gross operating margin is exclusive of other income and expense transactions, provision for income taxes, extraordinary charges and the cumulative effect of changes in accounting principles. Gross operating margin is presented on a 100 percent basis before the allocation of earnings to noncontrolling interests.

Distributable cash flow. The Partnership's distributable cash flow is a useful non-GAAP measure of liquidity that approximates the amount of cash that Duncan Energy Partners could pay its partners each period. We define the Partnership's distributable cash flow as the sum of its share of the distributable cash flow of each of the DEP I and DEP II Midstream Businesses, less any standalone expenses of the Partnership such as interest expense and general and administrative costs (net of non-cash items).

In general, we define the distributable cash flow of our operating subsidiaries as their net income or loss adjusted for:

- the addition of depreciation, amortization and accretion expense;
- the addition of cash distributions received from Evangeline, less equity earnings;
- the subtraction of sustaining capital expenditures and cash payments to settle asset retirement obligations;
- the addition of losses or subtraction of gains relating to asset sales and related transactions;
- the addition of cash proceeds from asset sales and related transactions;
- the addition of losses or subtraction of gains from the monetization of derivative instruments recorded in accumulated other comprehensive income (loss), if any, less related amortization of such amounts to earnings; and
- the addition or subtraction of other miscellaneous non-cash amounts (as applicable) that affect net income or loss for the period.

Sustaining capital expenditures are capital expenditures (as defined by GAAP) resulting from improvements to and major renewals of existing assets. Such expenditures do not generate additional revenues.

Management compares our distributable cash flow to the cash distributions we expect to pay our partners. Using this data, management computes our distribution coverage ratio. Distributable cash flow is also a quantitative standard used by the investment community with respect to publicly traded partnerships because the value of a partnership unit is in part measured by its yield, which is based on the amount of cash distributions a partnership pays to a unitholder. The GAAP measure most directly comparable to distributable cash flow is net cash flows provided by operating activities.

Second Quarter 2011 Earnings Conference Call

Management for Duncan Energy Partners will discuss second quarter results with analysts and investors in a combined conference call with Enterprise Products Partners L.P. scheduled for 9 a.m. CDT today. The call will be broadcast live over the Internet and may be accessed by visiting the Partnership's website at www.deplp.com.

Company Information and Use of Forward-Looking Statements

Duncan Energy Partners L.P. is a publicly traded partnership that provides midstream energy services, including gathering, transportation, marketing and storage of natural gas; NGL fractionation, transportation and storage; petrochemical transportation and storage; and refined products storage. Duncan Energy Partners owns interests in assets located primarily in Texas and Louisiana, including interests in approximately 9,400 miles of natural gas pipelines with a transportation capacity aggregating approximately 7.8 billion cubic feet ("Bcf") per day; approximately 1,770 miles of NGL and petrochemical pipelines featuring access to one of the world's largest fractionation complexes at Mont Belvieu, Texas; two NGL fractionation facilities located in south Texas; approximately 17 million barrels ("MMBbls") of leased NGL storage capacity; 8.1 Bcf of leased natural gas storage capacity; and 34 underground salt dome caverns with approximately 100 MMBbls of NGL, petrochemical and refined products storage capacity at Mont Belvieu. Duncan Energy Partners is managed by its general partner, DEP Holdings, LLC, which is an indirect wholly-owned subsidiary of Enterprise Products Partners L.P.

This press release includes forward-looking statements. Except for the historical information contained herein, the matters discussed in this news release are forward-looking statements that involve certain risks and uncertainties, such as the Partnership's expectations regarding future results, capital expenditures, project completions, liquidity and financial market conditions. These risks and uncertainties include, among other things, insufficient cash from operations, market conditions, governmental regulations and factors discussed in the Partnership's filings with the U.S. Securities and Exchange Commission. If any of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those expected. The Partnership disclaims any intention or obligation to update publicly or reverse such statements, whether as a result of new information, future events or otherwise.

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Rick Rainey, Media Relations, (713) 381-3635

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Duncan Energy Partners L.P.
Supplemental Standalone Financial Information – UNAUDITED

(Dollars in millions, except per unit amounts)

The following table summarizes the distributable cash flow (“DCF”) and related coverage ratio calculations for Duncan Energy Partners on a standalone basis. The line item captioned “Duncan Energy Partners L.P. standalone expenses, net of non-cash items” primarily represents accrued interest expense and general and administrative costs of the partnership itself, exclusive of any such amounts attributable to the DEP I and DEP II Midstream Businesses. We calculate the distribution coverage ratio by dividing “Distributable cash flow, net to limited partners” by the average number of distribution-bearing units outstanding and further by the declared distribution rate per unit for the period indicated.

In addition, the following table presents selected income statement and balance sheet data of Duncan Energy Partners L.P. on a standalone basis. Duncan Energy Partners L.P. currently has no operations apart from its investments in the DEP I and DEP II Midstream Businesses. For purposes of this presentation, we have listed amounts pertaining to the DEP I Midstream Businesses apart from those relating to the DEP II Midstream Businesses.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Distributable cash flow summary:				
DEP share of the DCF attributable to the:				
DEP I Midstream Businesses	\$ 14.1	\$ 13.7	\$ 25.2	\$ 26.6
DEP II Midstream Businesses	22.5	22.0	45.0	44.1
Duncan Energy Partners L.P. standalone expenses, net of non-cash items	(2.8)	(2.9)	(5.7)	(5.9)
Total Duncan Energy Partners L.P. distributable cash flow	33.8	32.8	64.5	64.8
Less: Distributions to our general partner	(0.2)	(0.2)	(0.4)	(0.4)
Distributable cash flow, net to limited partners	\$ 33.6	\$ 32.6	\$ 64.1	\$ 64.4
Average distribution-bearing units outstanding	57.8	57.7	57.8	57.7
Distributable cash flow coverage:				
Declared distribution rate per unit	\$ 0.4600	\$ 0.4500	\$ 0.9175	\$ 0.8975
Distribution coverage ratio	1.26x	1.26x	1.21x	1.24x
Selected income statement information:				
Equity earnings - DEP I Midstream Businesses	\$ 10.4	\$ 11.7	\$ 19.2	\$ 22.0
Equity earnings - DEP II Midstream Businesses	\$ 15.7	\$ 15.7	\$ 29.8	\$ 30.3
General and administrative costs	\$ 0.7	\$ 0.9	\$ 1.2	\$ 1.5
Interest expense	\$ 2.9	\$ 3.2	\$ 6.0	\$ 6.3
Net income attributable to Duncan Energy Partners L.P.	\$ 22.5	\$ 23.3	\$ 41.8	\$ 44.5
Selected balance sheet information at each period end:				
Investment in DEP I Midstream Businesses	\$ 1,222.0	\$ 597.6	\$ 1,222.0	\$ 597.6
Investment in DEP II Midstream Businesses	\$ 662.5	\$ 696.0	\$ 662.5	\$ 696.0
Total debt principal outstanding at end of period	\$ 1,149.8	\$ 537.3	\$ 1,149.8	\$ 537.3
Partners' equity	\$ 754.1	\$ 760.4	\$ 754.1	\$ 760.4

Duncan Energy Partners L.P.
Statements of Consolidated Operations – UNAUDITED

(Dollars in millions, except per unit amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenue	\$ 302.8	\$ 265.2	\$ 586.0	\$ 555.8
Costs and expenses:				
Operating costs and expenses	267.8	245.1	524.8	512.3
General and administrative costs	6.5	4.8	11.1	9.7
Total costs and expenses	274.3	249.9	535.9	522.0
Equity in income of Evangeline	0.5	--	0.8	0.2
Operating income	29.0	15.3	50.9	34.0
Other expense:				
Interest expense	2.9	3.2	6.0	6.3
Income before provision for income taxes	26.1	12.1	44.9	27.7
Provision for income taxes	(0.5)	(0.3)	(1.0)	(0.2)
Net income	25.6	11.8	43.9	27.5
Net loss (income) attributable to noncontrolling interest:				
DEP I Midstream Businesses - Parent	(5.6)	(7.8)	(3.1)	(12.5)
DEP II Midstream Businesses - Parent	2.5	19.3	1.0	29.5
Total net loss (income) attributable to noncontrolling interest	(3.1)	11.5	(2.1)	17.0
Net income attributable to Duncan Energy Partners	\$ 22.5	\$ 23.3	\$ 41.8	\$ 44.5
Allocation of net income to Duncan Energy Partners:				
Limited partners	\$ 22.3	\$ 23.2	\$ 41.5	\$ 44.2
General partner	\$ 0.2	\$ 0.1	\$ 0.3	\$ 0.3
Per unit data (fully diluted):				
Earnings per unit	\$ 0.39	\$ 0.40	\$ 0.72	\$ 0.77
Average LP units outstanding (in millions)	57.8	57.7	57.8	57.7
Other financial data:				
Net cash flows provided by operating activities	\$ 76.4	\$ 45.0	\$ 132.3	\$ 106.5
Net cash used in investing activities	\$ 516.6	\$ 221.2	\$ 842.9	\$ 290.9
Net cash provided by financing activities	\$ 436.2	\$ 175.8	\$ 696.8	\$ 201.8
Distributable cash flow (see Exhibit A)	\$ 33.8	\$ 32.8	\$ 64.5	\$ 64.8
Depreciation, amortization and accretion (100% basis)	\$ 53.9	\$ 52.3	\$ 106.4	\$ 100.5
Total debt principal outstanding at end of period	\$ 1,149.8	\$ 537.3	\$ 1,149.8	\$ 537.3
Capital spending:				
Capital expenditures, net of contributions in aid of construction costs, for property, plant and equipment	\$ 516.4	\$ 221.4	\$ 843.0	\$ 338.7

Duncan Energy Partners L.P.
Selected Financial & Operating Data – UNAUDITED

(Dollars in millions, operating data as noted)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Gross operating margin by segment:				
Natural Gas Pipelines & Services	\$ 51.2	\$ 37.1	\$ 102.9	\$ 79.6
NGL Pipelines & Services	33.0	31.6	57.3	58.5
Petrochemical Services	3.0	2.8	4.2	5.2
Total gross operating margin	87.2	71.5	164.4	143.3
Adjustments to reconcile non-GAAP gross operating margin to GAAP operating income:				
Amounts in operating costs and expenses:				
Depreciation, amortization and accretion	(52.0)	(51.5)	(102.9)	(99.1)
Gains from asset sales and related transactions	0.3	0.1	0.5	1.0
Non-cash asset impairment charges	--	--	--	(1.5)
General and administrative costs	(6.5)	(4.8)	(11.1)	(9.7)
Operating income	<u>\$ 29.0</u>	<u>\$ 15.3</u>	<u>\$ 50.9</u>	<u>\$ 34.0</u>
Selected operating data:				
Natural Gas Pipelines & Services:				
Natural gas throughput volumes, net (BBtus/d)	4,860	4,654	4,786	4,560
NGL Pipelines & Services:				
Pipeline throughput volumes (MBPD)	134	112	131	116
Fractionation volumes (MBPD)	84	66	86	74
Petrochemical Services:				
Propylene throughput volumes (MBPD)	35	37	30	34

Duncan Energy Partners L.P.

Reconciliation of DCF to Net Cash Flows Provided by Operating Activities - UNAUDITED

(Dollars in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Total Duncan Energy Partners L.P. distributable cash flow	\$ 33.8	\$ 32.8	\$ 64.5	\$ 64.8
<i>Adjustments to non-GAAP distributable cash flow to derive GAAP</i>				
<i>net cash flows provided by operating activities:</i>				
Proceeds from asset sales and related transactions	0.2	(0.3)	(0.1)	(2.3)
Sustaining capital expenditures:				
DEP I Midstream Businesses	5.3	5.3	11.1	9.7
DEP II Midstream Businesses	10.9	12.5	14.6	19.2
Other sustaining capital expenditures	--	0.1	--	0.1
Noncontrolling interest share of distributable cash flow:				
DEP I Midstream Businesses - Parent	9.1	10.6	9.5	18.1
DEP II Midstream Businesses - Parent	20.9	2.5	51.2	17.9
Cash expenditures for asset abandonment activities	0.2	0.5	0.2	0.5
Net effect of changes in operating accounts	(4.0)	(19.0)	(18.7)	(21.5)
Net cash flows provided by operating activities	<u>\$ 76.4</u>	<u>\$ 45.0</u>	<u>\$ 132.3</u>	<u>\$ 106.5</u>