

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Havens Joe</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2008	
	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 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	02/07/2008		P		230	A	\$22.01	27,732.1936 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	05/08/2008		P		4.799	A	\$19.65	27,736.9926 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	08/08/2008		P		5.407	A	\$18.24	27,742.3996 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	11/13/2008		P		6.803	A	\$14.83	27,749.2026 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	02/10/2009		P		6.19	A	\$17.06	27,755.3926 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	05/11/2009		P		5.767	A	\$18.88	27,761.1596 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	08/10/2009		P		292.591	A	\$18.37	28,053.7506 <sup>(1)</sup>	D	
Common Units Representing Limited Partnership Interests	05/26/2010		P		4,000	A	\$24.65 <sup>(2)</sup>	32,053.7506 <sup>(1)</sup>	D <sup>(3)</sup>	

**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:**

- This number includes 8,460.6284 units that were inadvertently underreported on a filing made on May 13, 2009. Subsequently filed reports were underreported by the same amount.
- Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$24.43 to \$24.77. Financial information regarding the number of Units purchased at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.
- The Power of Attorney under which this form was signed is on file with the Commission.

**Remarks:**

/s/Wendi S. Bickett, Attorney-  
in-Fact on behalf of Joe Havens 05/28/2010

\*\* 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.**