

**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

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<p>1. Name and Address of Reporting Person*</p> <p><u>Havens Joe</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>1100 LOUISIANA STREET; SUITE 1000</u></p> <hr/> <p>(Street)</p> <p><u>HOUSTON TX 77002</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Duncan Energy Partners L.P. [ DEP ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>07/30/2007</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input type="checkbox"/> Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	07/30/2007		P		20,000	A	\$26.06 <sup>(1)</sup>	75,000	D	
Common Units Representing Limited Partnership Interests	08/20/2007		P		5,000	A	\$22.96 <sup>(2)</sup>	80,000	D	
Common Units Representing Limited Partnership Interests	08/27/2007		P		1,000	A	\$24.39 <sup>(3)</sup>	81,000	D	
Common Units Representing Limited Partnership Interests	08/28/2007		P		500	A	\$24.26 <sup>(4)</sup>	81,500	D	
Common Units Representing Limited Partnership Interests	08/29/2007		P		1,000	A	\$24.07 <sup>(5)</sup>	82,500	D	
Common Units Representing Limited Partnership Interests	08/30/2007		P		1,000	A	\$23.96 <sup>(6)</sup>	83,500	D	
Common Units Representing Limited Partnership Interests	09/17/2007		P		3,200	A	\$24.46 <sup>(7)</sup>	86,700	D	
Common Units Representing Limited Partnership Interests	09/18/2007		P		3,300	A	\$24.3 <sup>(8)</sup>	90,000	D	
Common Units Representing Limited Partnership Interests	09/21/2007		P		1,500	A	\$24.11 <sup>(9)</sup>	91,500	D	
Common Units Representing Limited Partnership Interests	09/24/2007		P		4,100	A	\$23.85 <sup>(10)</sup>	95,600	D	
Common Units Representing Limited Partnership Interests	09/25/2007		P		3,200	A	\$23.49 <sup>(11)</sup>	98,800	D <sup>(12)</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)					

**Explanation of Responses:**

1. Reflects multiple purchases with a price range of \$25.89 to 26.28 per common unit.
2. Reflects multiple purchases with a price range of \$22.89 to 23.06 per common unit.
3. Reflects multiple purchases with a price range of \$24.38 to 24.39 per common unit.
4. Reflects multiple purchases, each at a price of \$24.26 per common unit.
5. Reflects multiple purchases with a price range of \$24.03 to 24.15 per common unit.
6. Reflects multiple purchases with a price range of \$23.92 to 23.98 per common unit.

7. Reflects multiple purchases with a price range of \$24.33 to 24.58 per common unit.
8. Reflects multiple purchases with a price range of \$24.27 to 24.35 per common unit.
9. Reflects multiple purchases with a price range of \$24.10 to 24.12 per common unit.
10. Reflects multiple purchases with a price range of \$23.67 to 23.95 per common unit.
11. Reflects multiple purchases with a price range of \$23.38 to 23.61 per common unit.
12. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

William L. Soula, Attorney-in-  
Fact on behalf of Joe Havens 02/15/2008

\*\* 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 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.**