

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</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>Enterprise GP Holdings L.P. [EPE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/05/2010		P		13,600	A	\$43.64 ⁽¹⁾	355,600	D	
Units Representing Limited Partnership Interests	03/08/2010		P		10,000	A	\$43.83 ⁽²⁾	365,600	D	
Units Representing Limited Partnership Interests	03/09/2010		P		125,000	A	\$43.99 ⁽³⁾	490,600	D	
Units Representing Limited Partnership Interests								75,865	I ⁽⁴⁾	By EPCO Holdings
Units Representing Limited Partnership Interests								71,860,405	I ⁽⁵⁾	By DFI
Units Representing Limited Partnership Interests								25,162,804	I ⁽⁶⁾	By DFIGP
Units Representing Limited Partnership Interests								243,071	I ⁽⁷⁾	By 2000 Trust
Units Representing Limited Partnership Interests								1,821,428	I ⁽⁸⁾	By EPE Unit
Units Representing Limited Partnership Interests								40,725	I ⁽⁹⁾	By EPE Unit II
Units Representing Limited Partnership Interests								4,421,326	I ⁽¹⁰⁾	By EPE Unit III
Units Representing Limited Partnership Interests								3,745,673	I ⁽¹¹⁾	By DD Securities
Units Representing Limited Partnership Interests								881,836	I ⁽¹²⁾	By Enterprise Unit ⁽¹³⁾

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. Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$43.38 to \$43.90. 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.

2. Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$43.66 to \$43.98. 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.

3. Represents the weighted average purchase price. The Units were purchased at various prices ranging from \$43.71 to \$44.12. 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.

4. These Units are owned by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly owned subsidiary of Enterprise Products Company, formerly EPCO, Inc. ("EPCO"); Dan L. Duncan owns 50.427% of the voting stock of EPCO.

5. These Units are owned by Duncan Family Interests, Inc. ("DFI"), an indirect, wholly owned subsidiary of EPCO.

6. These Units are owned by DFI GP Holdings L.P. ("DFIGP"), an indirect subsidiary of EPCO.

7. These Units are directly owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.

8. These Units are owned by EPE Unit, L.P. ("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. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit, except to the extent of their pecuniary interest in the securities.

9. These Units are owned by EPE Unit II, L.P. ("EPE Unit II"), 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 II. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit II, except to the extent of their pecuniary interest in the securities.

10. These Units are owned by EPE Unit III, L.P. ("EPE Unit III"), 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 III. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit III, except to the extent of their pecuniary interest in the securities.

11. These Units are owned by DD Securities LLC ("DD Securities"). Dan L. Duncan is the sole member of DD Securities.

12. These Units are owned by Enterprise Unit L.P. ("Enterprise Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities.

13. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

/s/Stephanie C. Hildebrandt,
Attorney-in-Fact on behalf of 03/09/2010
Dan L. Duncan

** 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.