FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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										_			_	_						

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

(Last) 2707 NORTH LOC	(First) DP WEST	(Middle)						
(Street) HOUSTON	TX	77008						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* DUNCAN FAMILY INTERESTS, INC.								
(Last) 103 FOULK ROA	(First) D, SUITE 200	(Middle)						
(Street) WILMINGTON	DE	19803						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>DFI DELAWARE GENERAL</u> , <u>LLC</u>								
(Last) 103 FOULK ROAL	(First) D, SUITE 200	(Middle)						
(Street) WILMINGTON	DE	19803						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>DFI DELAWARE HOLDINGS L.P.</u>								
(Last) 103 FOULK ROAL	(First) D, SUITE 200	(Middle)						
(Street) WILMINGTON	DE	19803						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- 2. DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.
- 3. EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"); and EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). These trusts were established to acquire and hold Common Units of the issuer.
- 4. These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by DD Securities LLC ("DD Securities"). The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly-owned subisidary of Dan Duncan LLC. Dan L. Duncan, voting trustee, is the sole member of Dan Duncan LLC.
- 5. These Common Units are directly owned by DD Securities
- 6. These Common Units are owned directly by Enterprise Unit L.P. ("Enterprise Unit") and beneficially owned by the reporting persons to the extent of the interest of EPCO Holdings, Inc. ("EPCO Holdings") in these securities as a Class A limited partner in Enterprise Unit. The Class A limited partner interest generally entitles the holder to the amount of any contributions of cash or cash equivalents made by the Class A limited partner, as adjusted for the Class A limited partner to receive a preferred return rate equal to 5% per annum from February 20, 2008. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities. Within 30 days after February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and expects to distribute to the Class B limited partners a total number of Common Units equal to (i) [continued in footnote 7]
- 7. (i) [continued from footnote 8] the total number of units acquired by Enterprise Unit minus (ii) the quotient of one-half of the aggregate contributions of cash or cash equivalents made by the Class A limited partner, plus (iii) any undistributed preferred return, divided by (iv) the fair market value (as defined) of the Common Units calculated as of February 20, 2014 (or an earlier Vesting Date). The remaining Common Units will be distributed to EPCO Holdings as the Class A limited partner.
- $8. \ The \ powers \ of \ attorney \ under \ which \ this \ form \ was \ signed \ are \ on \ file \ with \ the \ Commission$

Remarks:

William L. Soula, Attorney-in-Fact on behalf of Dan L. Duncan, Duncan Family Interests, Inc., DFI Delaware General, LLC, and DFI Delaware Holdings L.P. and Assistant Secretary of EPCO, Inc.

Date

** Signature of Reporting Person

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.