

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>WILLIAMS RANDA DUNCAN</u> (Last) (First) (Middle) 1100 LOUISIANA STREET SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/29/2010	3. Issuer Name and Ticker or Trading Symbol <u>Duncan Energy Partners L.P. [DEP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	33,783,587	I ⁽¹⁾	By GTM ⁽²⁾⁽³⁾
Common Units Representing Limited Partnership Interests	99,453	I ⁽¹⁾	By EPCO Holdings ⁽⁴⁾
Common Units Representing Limited Partnership Interests	4,500	I ⁽¹⁾	By Spouse ⁽⁵⁾
Common Units Representing Limited Partnership Interests	2,000	I ⁽¹⁾	Jointly with Spouse ⁽⁶⁾
Common Units Representing Limited Partnership Interests	5,000	I ⁽¹⁾	By A&W Ltd. ⁽⁷⁾⁽⁸⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Explanation of Responses:							

Explanation of Responses:

- Following the death of Dan L. Duncan on March 29, 2010, beneficial ownership was acquired by the reporting person due to the reporting person becoming a voting trustee pursuant to the Dan Duncan LLC Voting Trust Agreement and the EPCO, Inc. Voting Trust Agreement, the voting trustees' control of Dan Duncan LLC ("Duncan LLC") and Enterprise Products Company (formerly named EPCO, Inc., "EPCO"), and the reporting person's pecuniary interest in the estate of Dan L. Duncan (the "Estate"). The reporting person disclaims beneficial ownership of the securities held by EPCO, Duncan LLC or their controlled affiliates and her spouse other than to the extent of her pecuniary interest.
- These common units are owned directly by Enterprise GTM Holdings LP ("GTM"). Enterprise Products Operating LLC ("EPO") owns a 99% limited partner interest in GTM and Enterprise GTMGP, LLC ("GTMGP") owns a 1% general partner interest. GTMGP is a wholly owned subsidiary of Enterprise Products GTM, LLC, which is a wholly owned subsidiary of EPO. EPO is an indirect wholly owned subsidiary of Enterprise Products Partners LP ("EPD"). The general partner of EPD is Enterprise Products GP, LLC ("EPD GP"), which is a wholly owned subsidiary of Enterprise GP Holdings LP ("EPE"). EPD GP owns a 2% general partner interest and related incentive distribution rights in EPD, and EPE owns approximately 3% of the outstanding common units of EPD as of April 8, 2010. The general partner of EPE is EPE Holdings, LLC ("EPE GP"). Duncan LLC owns all the member interests of EPE GP. The Estate owns a beneficial interest in all of the member interests of Duncan LLC. The Estate, Duncan LLC and other
- (continued from footnote 2) affiliates of the Estate also collectively own approximately 78% of the outstanding units of EPE as of April 8, 2010.
- These common units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly owned subsidiary of EPCO. The Estate owns beneficial interest of 50.427% of the voting stock of EPCO.
- These common units are owned by Ms. Williams' spouse.
- These common units are jointly owned by Ms. Williams and her spouse.
- These common units are owned directly by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
- The power of attorney under which this form was signed is attached.

Remarks:

/s/Stephanie C. Hildebrandt,
Attorney-in-Fact on behalf of 04/08/2010
Randa Duncan Williams

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THIS DOCUMENT: That I, Randa Duncan Williams, have made, constituted, and appointed, and by this document do make, constitute, and appoint Richard H. Bachmann, Stephanie C. Hildebrandt, Christopher S. Wade, and Wendi S. Bickett, of the County of Harris, State of Texas, whose signatures are:

_____/s/Richard H. Bachmann_____
Richard H. Bachmann, Attorney-in-Fact

_____/s/Stephanie C. Hildebrandt_____
Stephanie C. Hildebrandt, Attorney-in-Fact

_____/s/Christopher S. Wade_____
Christopher S. Wade, Attorney-in-Fact

_____/s/Wendi S. Bickett_____
Wendi S. Bickett, Attorney-in-Fact

or any of them, signing singly, my true and lawful attorney-in-fact, and in my name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer and/or a director of DEP Holdings, LLC, the sole general partner of Duncan Energy Partners L.P. (the "Company"), and/or as a 10% beneficial owner of the Company, any U.S. Securities and Exchange Commission Form 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder with respect to holdings of or trading in securities issued by the Company;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form or any amendment thereto with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with or in furtherance of the matters described in paragraphs 1 and 2 above which in the opinion of its attorney-in-fact may be of benefit to, and in the best interest of, or legally required by, the undersigned.

Giving and granting to each such attorney-in-fact full power and authority to do and perform every act necessary and proper to be done in the exercise of the foregoing powers as fully as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of April, 2010.

_____/s/ Randa Duncan Williams_____
Randa Duncan Williams