

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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 |
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>DUNCAN DAN L</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET; SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Enterprise GP Holdings L.P. [ EPE ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br>Chairman |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/07/2008                            |   |
| 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 |                                      |  |                                |   |   |            |       | 151,600   | I <sup>(1)</sup>   | By EPCO  |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 69,051,887  | I <sup>(2)</sup>   | By DFI   |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 11,819,722  | I <sup>(3)</sup>   | By DFIGP   |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 243,071   | I <sup>(4)</sup>   | By 2000 Trust  |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 1,821,428   | I <sup>(5)</sup>   | By EPE Unit  |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 40,725  | I <sup>(6)</sup>   | By EPE Unit II   |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 4,421,326   | I <sup>(7)</sup>   | By EPE Unit III  |
| Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 3,745,673   | I <sup>(8)</sup>   | By DD Securities   |
| Units Representing Limited Partnership Interests | 03/07/2008                           |  |                                | P |   | 22,000     | A     | \$30.9654   | 137,900  | I <sup>(9)(10)</sup><br>By Enterprise Unit <sup>(11)</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 |   |  |  |   |  |

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>DUNCAN DAN L</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET; SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002 |  |  |
|---|--|--|

|  |         |          |
|--|---------|----------|
| (City)                                   | (State) | (Zip)    |
| 1. Name and Address of Reporting Person* |         |          |
| <a href="#">EPCO, Inc.</a>               |         |          |
| (Last)                                   | (First) | (Middle) |
| 1100 LOUISIANA STREET; SUITE 1000        |         |          |
| (Street)                                 |         |          |
| HOUSTON                                  | TX      | 77002    |
| (City)                                   | (State) | (Zip)    |

**Explanation of Responses:**

- These Units are owned by EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- These Units are owned by Duncan Family Interests, Inc. ("DFI") an indirect wholly-owned subsidiary of EPCO.
- These Units are owned by DFI GP Holdings, L.P. ("DFIGP") an indirect subsidiary of EPCO.
- These Units are owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.
- These Units are owned by 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. EPE Unit owns 1,821,428 Units. On August 23, 2010, EPE Unit will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to approximately 1,821,428 minus the quotient of \$51,000,000 divided by the market price (as defined) of the Units on August 23, 2010. The remaining Units will be distributed to DFI as the Class A Limited Partner.
- These units are directly owned by EPE Unit II L.P. ("EPE Unit II") and beneficially owned by the reporting persons to the extent of the interest of DFI in these securities as a Class A limited partner in EPE Unit II. The Class A limited partner interest generally entitles the holder to \$1,500,000 as adjusted for the Class A limited partner to receive a preferred return equal to 6-1/4% per annum from December 5, 2006. 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. Within 30 days after December 5, 2011 (or an earlier Vesting Date), EPE Unit II will be liquidated and expects to distribute to the Class B limited partner a total number of Units equal to (i) the total number of units acquired by EPE Unit II minus (ii) the quotient of (a) \$1,500,000 plus any undistributed preferred return divided by (b) the fair market value (as defined) of the Units calculated as of December 5, 2011 (or an earlier Vesting Date). The remaining Units will be distributed to DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.
- These units are directly owned by EPE Unit III L.P. ("EPE Unit III") and beneficially owned by the reporting persons to the extent of the interest of DFI in these securities as a Class A limited partner in EPE Unit III. The Class A limited partner interest generally entitles the holder to \$169,999,985 as adjusted for the Class A limited partner to receive a preferred return equal to 3.797% divided by (ii) \$38.45, divided by 365 or 366 days, as the case may be during such calendar year, from May 7, 2007. 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. Within 30 days after May 7, 2012 (or an earlier Vesting Date), EPE Unit III will be liquidated and expects to distribute to the Class B limited partner a total number of Units equal to (i) the total number of units acquired by EPE Unit III minus (ii) the quotient of (a) \$169,999,985 plus any undistributed preferred return divided by (b) the fair market value (as defined) of the Units calculated as of May 7, 2012 (or an earlier Vesting Date). The remaining Units will be distributed to DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.
- These Units are owned by DD Securities LLC ("DD Securities"). Dan L. Duncan is the sole member of DD Securities.
- These 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 Units equal to (i) [continued in footnote 10]
- (i) [continued from footnote 9] 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 Units calculated as of February 20, 2014 (or an earlier Vesting Date). The remaining Units will be distributed to EPCO Holdings as the Class A limited partner.
- 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 Dan L. Duncan and Assistant Secretary of EPCO, Inc.](#) [03/10/2008](#)

\*\* 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.**