

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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|--------------------------|-----------|
| OMB APPROVAL | |
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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

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u> <hr/> (Last) (First) (Middle) 1100 LOUISIANA SUITE 1000 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>Enterprise GP Holdings L.P. [EPE]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 05/07/2007 | | | 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 checked="" type="checkbox"/> Other (specify below) Chairman / Off.& Director of Subsidiary | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

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 | 05/07/2007 | | J ⁽¹⁾ | | 4,421,326 | D | \$38.45 | 66,698,305 | I ⁽²⁾ | By DFI |
| Units Representing Limited Partnership Interests | 05/07/2007 | | J ⁽¹⁾ | | 4,421,326 | A | \$38.45 | 4,421,326 | I ⁽³⁾⁽⁴⁾ | By EPE Unit III |
| Units Representing Limited Partnership Interests | | | | | | | | 151,600 | I ⁽⁵⁾ | By EPCO |
| Units Representing Limited Partnership Interests | | | | | | | | 243,071 | I ⁽⁶⁾ | By 2000 Trust |
| Units Representing Limited Partnership Interests | | | | | | | | 1,821,428 | I ⁽⁷⁾ | By EPE Unit |
| Units Representing Limited Partnership Interests | | | | | | | | 3,726,273 | I ⁽⁸⁾ | By Duncan LLC |
| Units Representing Limited Partnership Interests | | | | | | | | 40,725 | I ⁽⁹⁾ | By EPE Unit II |

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 | Title | Amount or Number of Shares | | | | |
| Class B Units | (10) | 05/07/2007 | | A | | 11,819,722 | | (9) | (3)(4) | Units | 11,819,722 | (11) | 11,819,722 | I ⁽¹²⁾ | By DFIGP |
| Class C Units | (13) | 05/07/2007 | | A | | 13,343,082 | | (12) | (3)(4) | Units | 13,343,082 | (11) | 13,343,082 | I ⁽¹²⁾ | By DFIGP |
| Class B Units | (10) | 05/07/2007 | | A | | 2,353,582 | | (9) | (3)(4) | Units | 2,353,582 | (11) | 2,353,582 | I ⁽¹⁴⁾ | By DFI |
| Class C Units | (13) | 05/07/2007 | | A | | 2,656,918 | | (12) | (3)(4) | Units | 2,656,918 | (11) | 2,656,918 | I ⁽¹⁴⁾ | By DFI |
| Class B LP Interests in EPE Unit II - Obligation to Deliver | (15) | 05/07/2007 | | J ⁽¹⁾⁽³⁾⁽⁴⁾ | | 4,421,326 ⁽¹⁵⁾ | | (12) | (3)(4) | Units | 4,421,326 ⁽¹⁵⁾ | (11) | 4,421,326 ⁽¹⁵⁾ | I ⁽¹⁶⁾ | By EPE Unit III |

1. Name and Address of Reporting Person*
DUNCAN DAN L

 (Last) (First) (Middle)
 1100 LOUISIANA
 SUITE 1000

 (Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

EPCO, Inc.

(Last) (First) (Middle)

1100 LOUISIANA SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

- 1. Disposition and acquisition by way of capital contribution by Duncan Family Interests ("DFI") to EPE Unit III, L.P., a Delaware limited partnership ("EPE Unit III").
2. These Units are owned directly by DFI.
3. These Units are owned directly by EPE Unit III, a Delaware limited partnership established for the benefit of certain EPCO, Inc. employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO, Inc. ("EPCO") is the general partner of EPE Unit III.
4. 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.
5. These Units are owned by EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
6. These Units are owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.
7. 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.
8. These Units are owned by Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
9. These Units are owned by 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.
10. The Class B Units are automatically convertible into one Unit representing limited partnership interests of Enterprise GP Holdings L.P. ("EPE") upon the requisite vote or consent required of the unitholders of EPE (other than the holders of the Class B and Class C Units in their capacity as holders of such securities) under the rules and staff interpretations of the New York Stock Exchange.
11. The sale of the Units was pursuant to the Securities Purchase Agreement, dated May 7, 2007 by and among EPE, DFI GP Holdings, L.P. ("DFIGP") and DFI (the "Purchase Agreement").
12. Following the transaction pursuant to the Purchase Agreement, DFIGP directly owns 11,819,722 Class B Units and 13,343,082 Class C Units. DFI Holdings, LLC is the 1% general partner of DFIGP and Dan Duncan LLC is a 4% limited partner of DFIGP.
13. The Class C Units are automatically convertible into one Unit representing limited partnership interests of EPE upon the requisite vote or consent required of the unitholders of EPE (other than the holders of the Class B and Class C Units in their capacity as holders of such securities) under the rules and staff interpretations of the New York Stock Exchange.
14. Following the transaction pursuant to the Purchase Agreement, DFI directly owns 2,353,582 Class B Units and 2,656,722 Class C Units. DFI Holdings, LLC is the 1% general partner of DFIGP and Dan Duncan LLC is a 4% limited partner of DFIGP.
15. EPE Unit III owns 4,421,326 EPE Units (reported in Table I). 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).
16. The power of attorney under which this Form was signed is on file with the Commission.

/s/ William L. Soula, as Attorney-in-Fact for Dan L. Duncan and Assistant Secretary of EPCO, Inc. 05/09/2007

** 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.

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