
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): July 12, 2006

ENTERPRISE GP HOLDINGS L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-32610
(Commission
File Number)

13-4297064
(I.R.S. Employer
Identification No.)

1100 Louisiana, Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

(713) 381-6500
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On July 12, 2006, Enterprise Products Partners L.P. ("Enterprise") acquired certain natural gas gathering systems and related gathering and processing contracts from Cerrito Gathering Company, Ltd. ("Cerrito"), an affiliate of Lewis Energy Group, L.P. ("Lewis"). The total consideration paid by Enterprise was \$325 million, which consisted of approximately \$146 million in cash and the issuance of approximately 7.1 million Enterprise common units. In connection with the closing of this transaction, Enterprise borrowed \$75 million under its multi-year revolving credit facility. Enterprise GP Holdings L.P. owns the general partner of Enterprise.

The Cerrito gathering systems are located in South Texas and are connected to over 1,450 wells having an aggregate production volume of over 100 million cubic feet per day ("MMcf/d") of rich natural gas sourced from the Olmos and Wilcox Trends in South Texas. The Cerrito gathering systems consist of approximately 484 miles of pipeline (including approximately 172 miles of pipe currently under lease from Enterprise) and 31,000 horsepower of compression. Volumes currently gathered by the Cerrito systems are delivered into Enterprise's South Texas pipeline infrastructure.

These gathering systems will be supported by a long term dedication by Lewis of its production from the Olmos formation, which accounts for approximately 45% of current rich gas production from this field, and existing contracts with third party producers which comprise approximately 55% of current throughput. In addition to the natural gas gathering and processing dedication, the transaction also includes a long-term dedication to transport lean gas gathered and treated at Lewis' Big Reef Treating facility. The Big Reef facility will gather and treat sour gas production from the southern portion of the Edwards Trend in South Texas. Current volumes from the Edwards Trend are approximately 20 MMcf/d.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE GP HOLDINGS L.P.

By: EPE Holdings, LLC,
its General Partner

Date: July 13, 2006

By: ___/s/ Michael J. Knesek_____
Name: Michael J. Knesek
Title: Senior Vice President, Controller and Principal
Accounting Officer of EPE Holdings, LLC