FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to	STA
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* FOWLER W RANDALL					2. Issuer Name and Ticker or Trading Symbol Enterprise GP Holdings L.P. [EPE]								Check	tionship of Reporting all applicable) Director Officer (give title		g Person(s) to Issuer 10% Owner Other (specify		
,	,	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 11/22/2010							X	belov	v)	belo	N) .			
N TX				4. If	Line) X Form filed by One Reporting									e Reporting Pe	rson			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date					Execution Date,		Transaction Disposed Code (Instr.					nd 5)	Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount			Price	. 1	Transa	ction(s)		(111511.4)
Units Representing Limited Partnership Interests 11/15/2					2010			G	v	16,300	00 D		\$0.).00		55,816	D	
esenting L	imited Partnersh	Partnership 11/22/						D	D 165,8		6	5 D \$0.00 ⁽¹⁾		00(1)	0		D ⁽²⁾	
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 of Exercise Price of Derivative Security Security 1. Title of Conversion Date (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year)				action (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio (Month/D	on Dat	e ar)	Amou or Numb		ount	Deriv Secu	erivative ecurity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
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Explanation of Responses:

Remarks:

Transaction Code G - Bona fide gift Transaction Code V - Transaction voluntarily reported earlier than required Transaction Code D - Disposition to the issuer of issuer equity securities pursuant to Rule 16b-

/s/Wendi S. Bickett, Attorneyin-Fact on behalf of W. Randall 11/24/2010

** 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.

^{1.} Disposed of pursuant to the Agreement and Plan of Merger dated as of September 3, 2010, by and among Enterprise Products Partners L.P. ("EPD"), Enterprise Products GP, LLC, Enterprise ETE LLC, Enterprise GP Holdings L.P. and EPE Holdings, LLC (the "MLP Merger Agreement") in exchange for 248,724 Common Units of EPD ("Common Units"). On the effective date of the merger, the closing price of Common Units on the New York Stock Exchange was \$42.74.

^{2.} The power of attorney under which this form was signed is on file with the Commission.