
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): October 27, 2009

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, 10th Floor
Houston, Texas 77002
(Address of Principal Executive Offices, including 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.):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective October 27, 2009, Dan Duncan LLC (“DDLLC”), the sole member of EPE Holdings, LLC (the “Company”), elected Michael A. Creel and A. James Teague to the Board of Directors of the Company, which is the general partner of Enterprise GP Holdings L.P. (the “Partnership”).

Mr. Creel, age 55, was elected President and Chief Executive Officer of Enterprise Products GP, LLC (“Enterprise GP”), the general partner of Enterprise Products Partners L.P. (“Enterprise”), in August 2007. From June 2000 to August 2007, Mr. Creel served as Chief Financial Officer of Enterprise GP and as Executive Vice President of Enterprise GP from January 2001 to August 2007. Mr. Creel, a certified public accountant, also served as a Senior Vice President of Enterprise GP from November 1999 to January 2001. In December 2007, Mr. Creel was elected Group Vice Chairman and Chief Financial Officer of EPCO, Inc. (“EPCO”). Prior to these elections in EPCO, Mr. Creel served as Chief Operating Officer from April 2005 to December 2007 and Chief Financial Officer from June 2000 to April 2005 for EPCO. He also serves as a Director of DEP Holdings, LLC, the general partner of Duncan Energy Partners L.P., and Enterprise GP since October 2006 and 2005, respectively. Mr. Creel served as President, Chief Executive Officer and Director of the Company from August 2005 through August 2007. In October 2005, Mr. Creel was elected a Director of Edge Petroleum Corporation, a publicly traded oil and natural gas exploration and production company.

Mr. Teague, age 64, was elected an Executive Vice President of Enterprise GP in November 1999 and additionally as Chief Commercial Officer and Director of Enterprise GP in July 2008. Mr. Teague joined Enterprise in connection with its purchase of certain midstream energy assets from affiliates of Shell Oil Company in 1999. From 1998 to 1999, Mr. Teague served as President of Tejas Natural Gas Liquids, LLC.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 27, 2009, DDLLC amended the Third Amended and Restated Limited Liability Company Agreement of the Company dated November 7, 2007 (the “LLC Agreement”) in order to increase the maximum number of directors on the Board of Directors from 10 to 12.

A copy of the Second Amendment dated October 27, 2009 to the LLC Agreement is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On October 30, 2009, the Partnership issued a press release regarding the above director appointments. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to Item 7.01 in this report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liability of that section, unless the Partnership specifically states that the information is considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Second Amendment dated October 27, 2009 to the Third Amended and Restated Limited Liability Company Agreement of EPE Holdings, LLC.
99.1	Press Release dated October 30, 2009.

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: October 30, 2009

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

Exhibit Index

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99.1	Press Release dated October 30, 2009.

**SECOND AMENDMENT
TO THE
THIRD AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
EPE HOLDINGS, LLC**

This Second Amendment dated October 27, 2009 (this "Amendment") to the Third Amended and Restated Limited Liability Company Agreement of EPE Holdings, LLC ("EPE GP"), dated November 7, 2007 (the "LLC Agreement"), is executed by Dan Duncan LLC ("DDLLC"), the sole member of EPE GP. Capitalized terms used but not defined in this Amendment shall have the meaning set forth in the LLC Agreement.

RECITALS

WHEREAS, DDLLC is the sole member of EPE GP; and

WHEREAS, EPE GP owns a 0.01% general partnership interest in Enterprise GP Holdings L.P., a Delaware limited partnership ("EPE LP"), and is the sole general partner of EPE LP; and

WHEREAS, each of EPE GP and DDLLC has determined that it is advisable to amend the LLC Agreement.

NOW, THEREFORE, in consideration of the agreements and obligations set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, DDLLC hereby agrees as follows:

AGREEMENT

1. The first sentence of Section 6.02(a) of the LLC Agreement is hereby amended and restated to read in its entirety as follows:

The Board of Directors shall consist of not less than five nor more than twelve natural persons.

2. Except as otherwise expressly provided by this Amendment, all of the terms, conditions and provisions of the LLC Agreement shall remain the same. This Amendment shall be governed by and construed under the laws of the State of Delaware as applied to agreements entered into solely between residents of, and to be performed entirely within, such state.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the date first written above.

DAN DUNCAN LLC
(Sole Member of EPE Holdings, LLC)

By: /s/ W. Randall Fowler

Name: W. Randall Fowler

Title: Executive Vice President, Chief Financial Officer
and Treasurer

**Enterprise GP Holdings Elects Creel and
Teague to Board of Directors**

Houston, Texas (October 30, 2009)—Enterprise GP Holdings L.P. (NYSE: EPE) today announced that Michael A. Creel and A.J. “Jim” Teague have been elected to the board of directors of its general partner, effective October 27, 2009. Each currently serves as an executive officer of Enterprise Products Partners L.P. (NYSE: EPD), as well as a member of the board of directors of the general partner of Enterprise Products Partners, and will continue in those capacities.

Mr. Creel was elected to his current position as president and chief executive officer of the general partner of Enterprise Products Partners in August of 2007. He served as executive vice president for the general partner of Enterprise Products Partners from 2001 to 2007 and was elected senior vice president in 1999. A certified public accountant with 30 years of experience in the energy industry, Mr. Creel held a number of executive management positions with Shell affiliate Tejas Energy and NorAm Energy Corp. prior to joining Enterprise.

Mr. Teague is currently an executive vice president and the chief commercial officer of the general partner of Enterprise Products Partners, a position he has held since July of 2008. He joined Enterprise in 1999 as executive vice president through the partnership’s acquisition of Shell Oil Company’s midstream energy business in Louisiana and Mississippi. Prior to his tenure at Enterprise, Mr. Teague was a member of the senior management teams at affiliates of Shell Oil Company, MAPCO Inc. and Dow Chemical Company.

Enterprise GP Holdings is one of the largest publicly traded GP partnerships. It owns the general partner of Enterprise Products Partners L.P., as well as limited partner interests in the same entity. It also owns non-controlling general partner and limited

partner interests in Energy Transfer Equity, L.P. For more information on Enterprise GP Holdings L.P., visit www.enterprisegp.com.

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