

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u> (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Duncan Energy Partners L.P. [DEP]</u>	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 type="checkbox"/> Other (specify below) Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2009	
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			
Common Units Representing Limited Partnership Interests	02/01/2009		C		37,333,887 ⁽¹⁾⁽²⁾	A	\$0 ⁽²⁾	37,333,887	I ⁽³⁾	By GTM
Common Units Representing Limited Partnership Interests								5,393,100	I ⁽⁴⁾	By EPO
Common Units Representing Limited Partnership Interests								103,100	I ⁽⁵⁾	By Duncan LLC
Common Units Representing Limited Partnership Interests								282,500	D ⁽⁶⁾	

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*
DUNCAN DAN L
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Enterprise GP Holdings L.P.
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[EPE Holdings, LLC](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ENTERPRISE PRODUCTS PARTNERS L P](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ENTERPRISE PRODUCTS GP LLC](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise Products Operating LLC](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise Products OLPGP, Inc.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise GTM Holdings L.P.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise GTMGP, LLC](#)

(Last)	(First)	(Middle)
1100 LOUISIANA STREET; SUITE 1000		
<hr/>		
(Street)		
HOUSTON	TX	77002
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Enterprise Products GTM, LLC</u>		
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(Last)	(First)	(Middle)
103 FOULK ROAD, SUITE 202		
<hr/>		
(Street)		
WILMINGTON	DE	19803
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- On December 8, 2008, Enterprise GTM Holdings L.P. ("GTM") contributed certain assets to Duncan Energy Partners L.P. ("DEP") in exchange for 37,333,887 Class B Common Units representing limited partnership interest in DEP (the "Class B Units") and \$280 million in cash.
- The Class B Units converted to common units on February 1, 2009 on a one for one basis.
- These common units are owned directly by GTM. Enterprise Products Operating LLC ("EPO") owns a 99% limited partner interest in GTM and Enterprise GTMGP, L.L.C. ("GTMGP") owns a 1% general partner interest. GTMGP is a wholly owned subsidiary of Enterprise Products GTM, LLC, which is a wholly owned subsidiary of EPO. The ownership of EPO and entities above EPO is described in footnote 4. Mr. Duncan disclaims beneficial ownership of the DEP common units owned directly by GTM other than to the extent of his pecuniary interest.
- These common units are owned directly by EPO. EPO is an indirect wholly owned subsidiary of Enterprise Products Partners L.P. ("EPD"). The general partner of EPD is Enterprise Products GP, LLC ("EPD GP"), which is a wholly owned subsidiary of Enterprise GP Holdings L.P. ("EPE"). EPD GP owns a 2% general partner interest and related incentive distribution rights in EPD and EPE owns approximately 3% of the outstanding common units of EPD as of December 8, 2008. The general partner of EPE is EPE Holdings, LLC ("EPE GP"), which is wholly owned by Dan Duncan LLC ("Duncan LLC"). Dan L. Duncan, Duncan LLC, and other affiliates of Dan L. Duncan also own approximately 77% of the outstanding units of EPE as of December 8, 2008. Accordingly, Dan L. Duncan and his affiliates may be deemed to beneficially own the DEP common units owned directly by EPO.
- These Common Units are owned directly by Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC
- The powers of attorney under which this form was signed are on file with the Commission.

Remarks:

William L. Soula, (i) Attorney-
in-Fact on behalf of Dan L.
Duncan and GTM LLC, and 02/03/2009
(ii) Assistant Secretary of EPE
GP, EPD GP, EPO GP, GTM
GP

** 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.