

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>ENTERPRISE PRODUCTS PARTNERS L</u> <u>P [EPD]</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) 09/03/2009	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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			
Common Units Representing Limited Partnership Interests								1,191,211	D ⁽²⁾	
Common Units Representing Limited Partnership Interests								130,506,142	I ⁽³⁾	By DFIDH ⁽⁴⁾
Common Units Representing Limited Partnership Interests								6,093,775	I ⁽⁵⁾	By 1998 Trust
Common Units Representing Limited Partnership Interests								8,169,387	I ⁽⁶⁾	By 2000 Trust
Common Units Representing Limited Partnership Interests								13,952,402	I ⁽⁷⁾	By EGPH
Common Units Representing Limited Partnership Interests								508,541	I ⁽⁸⁾	By DD Securities
Common Units Representing Limited Partnership Interests								844,552	I ⁽⁹⁾	By Enterprise Unit
Common Units Representing Limited Partnership Interests								779,102	I ⁽¹⁰⁾	By EPCO Unit
Common Units Representing Limited Partnership Interests	09/03/2009		P ⁽¹⁾		5,940,594	A	\$25.25	5,940,594	I ⁽¹¹⁾⁽¹²⁾	By EPCO Holdings

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* <u>DUNCAN DAN L</u> (Last) (First) (Middle) 1100 LOUISIANA STREET, SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
EPCO, Inc.		
(Last)	(First)	(Middle)
1100 LOUISIANA STREET, SUITE 1000		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
EPCO Holdings, Inc.		
(Last)	(First)	(Middle)
1100 LOUISIANA STREET, SUITE 1000		
(Street)		
HOUSTON	TX	77002
(City)	(State)	(Zip)

Explanation of Responses:

- Common units purchased pursuant to a Common Unit Purchase Agreement dated September 3, 2009. Common units beneficially owned by Mr. Duncan were purchased by such director pursuant to Rule 16b-3(d) in a private placement which Enterprise Products Partners L.P. ("EPD") engaged in for capital-raising purposes. The transaction was approved in advance by the Enterprise Products GP, LLC Board of Directors and its Audit, Conflicts and Governance Committee.
- 4,174 of these units acquired under distribution reinvestment plans.
- These common units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO. 2,632,005 of these units acquired under distribution reinvestment plans.
- DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.
- EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"). These trusts were established to acquire and hold common units of the issuer. 22,202 of these units acquired under distribution reinvestment plans.
- EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). These trusts were established to acquire and hold common units of the issuer. 164,809 of these units acquired under distribution reinvestment plans.
- These common units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by DD Securities LLC ("DD Securities"). The 0.01% general partner of EGP is EPE Holdings, LLC, a wholly-owned subsidiary of Dan Duncan LLC. Dan L. Duncan, voting trustee, is the sole member of Dan Duncan LLC. 281,477 of these units acquired under distribution reinvestment plans.
- These common units are directly owned by DD Securities. 10,259 of these units acquired under distribution reinvestment plans.
- These common units are owned directly by Enterprise Unit L.P. ("Enterprise Unit") and beneficially owned by the reporting persons to the extent of the interest of EPCO Holdings, Inc. ("EPCO Holdings") in these securities as a Class A limited partner in Enterprise Unit. The Class A limited partner interest generally entitles the holder to the amount of any contributions of cash or cash equivalents made by the Class A limited partner, as adjusted for the Class A limited partner to receive a preferred return rate equal to 5% per annum from February 20, 2008. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities. Within 30 days after February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and expects to distribute to the Class B limited partners a total number of common units equal to (i) the total number of units acquired by Enterprise Unit minus (ii) the quotient of one-half of the aggregate contributions of cash or cash equivalents made by the Class A limited partner, plus (iii) any undistributed preferred return, divided by (iv) the fair market value (as defined) of the common units calculated as of February 20, 2014 (or an earlier Vesting Date). The remaining common units will be distributed to EPCO Holdings as the Class A limited partner.
- These common units were contributed to EPCO Unit L.P. ("EPCO Unit") by DFIDH on November 13, 2008 at the closing price of the common units on November 12, 2008. These common units are beneficially owned by the reporting persons to the extent of the interest of DFIDH in these securities as a Class A limited partner in EPCO Unit. The Class A limited partner interest generally entitles the holder to an amount of Enterprise Products Partners L.P. units equal to (i) \$17,000,000 as adjusted for the Class A limited partner to receive a preferred annual return equal to 4.87% per annum divided by (ii) the market price of securities on the date of EPCO Unit's liquidation. The reporting persons disclaim beneficial ownership of the securities held by EPCO Unit, except to the extent of their pecuniary interest in the securities.
- These common units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.
- The powers of attorney under which this form was signed are on file with the Commission.

Remarks:

[Stephanie C. Hildebrandt,](#)
[Attorney-in-Fact on behalf of](#) 09/08/2009
[Dan L. Duncan.](#)
[Patricia A. Totten, Vice](#)
[President and Assistant](#)
[Secretary of EPCO and EPCO](#) 09/08/2009
[Holdings](#)

** 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.