

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>ENTERPRISE PRODUCTS PARTNERS L.P.</u> (Last) (First) (Middle) <u>1100 LOUISIANA STREET; SUITE 1000</u> (Street) <u>HOUSTON TX 77002</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2007</u>	

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	02/05/2007		J		7,301,571	A	(1)	7,301,571	I	By EPOLP ⁽²⁾
Common Units Representing Limited Partnership Interests	02/05/2007		M ⁽¹⁾		1,950,000	D	\$19.74 ⁽¹⁾	5,351,571	I	By EPOLP ⁽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 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	Title	Amount or Number of Shares				
Option to Purchase in connection with IPO	\$19.74	02/05/2007	02/05/2007	J ⁽¹⁾			1,950,000	02/05/2007	03/01/2007	Common Units	1,950,000	\$0	0	I	By EPOLP

Explanation of Responses:

- On February 5, 2007, in conjunction with the Issuer's initial public offering (the "IPO"), Enterprise Products Operating L.P. ("EPOLP"), a wholly owned subsidiary of Enterprise Products Partners L.P., contributed certain assets to the Issuer in exchange for 7,301,571 common units representing limited partnership interests of the Issuer. In conjunction with the issuance of these common units, EPOLP gave the issuer an option to buy up to 1,950,000 common units at a price per unit equal to the net proceeds per unit of the issuer, after discounts and commissions, in the IPO, if the underwriters exercised their option to purchase additional common units. On February 5, 2007, in conjunction with the IPO, the net proceeds from the exercise of the underwriters' option to purchase additional common units were used to redeem 1,950,000 common units at a price of \$19.74 per common unit.
- The reporting person does not beneficially own any securities of the Issuer whether directly or indirectly.

Remarks:

William L. Soula, Assistant Secretary for Enterprise Products GP, LLC, general partner 02/07/2007
 ** 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.