

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|---|---|
| 1. Name and Address of Reporting Person* <u>CREEL MICHAEL A</u> | 2. Date of Event Requiring Statement (Month/Day/Year) 10/27/2009 | 3. Issuer Name and Ticker or Trading Symbol <u>Enterprise GP Holdings L.P. [EPE]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| (Last) (First) (Middle) 1100 LOUISIANA STREET, SUITE 1000 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (Street) HOUSTON TX 77002 | | | |
| (City) (State) (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Units Representing Limited Partnership Interests | 35,000 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Class B Limited Partnership Interest in EPE Unit L.P. | (1)(2) | (2) | Common Units | (2) | 0 | D |
| Class B LP Interest in EPE Unit III L.P./Oblig. to Deliver | (3)(4) | (4) | Common Units | (4) | 0 | D |
| Class B LP Interest in Enterprise Unit L.P./Oblig. to Deliv. | (5)(6) | (6) | Common Units | (6) | 0 | D ⁽⁷⁾ |

Explanation of Responses:

1. The reporting person is an owner of Class B limited partner interests in EPE Unit L.P. ("EPE Unit"). EPE Unit owns directly 1,821,428 Units of Enterprise GP Holdings L.P. ("EPE"). EPE Unit is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. Duncan Family Interests, Inc. ("DFI") is the sole Class A limited partner and EPCO is the general partner of EPE Unit. The reporting person acquired these Class B limited partner interests in EPE Unit from a grant of such interests by EPCO, in its capacity as general partner of EPE Unit. The Class B limited partner interests owned by the reporting person currently represent a 9.27980% Class B limited partner interest in EPE Unit, in accordance with the Agreement of Limited Partnership of EPE Unit.

2. Unless extended, on November 9, 2012 (or an earlier Vesting Date), EPE Unit will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to (i) the number of their derivative securities minus (ii) a number equal to (a) the number of their derivative securities multiplied by (b) the quotient of \$28.00 divided by the market price (as defined) of the Units on the Vesting Date. The remaining Units will be distributed to DFI as the Class A Limited Partner. The Class B limited partner interest is subject to forfeiture.

3. The reporting person is an owner of Class B limited partner interests in EPE Unit III, L.P. ("EPE Unit III"). EPE Unit III owns directly 4,421,326 Units of EPE. EPE Unit III is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. Duncan Family Interests, Inc. ("DFI") is the sole Class A limited partner and EPCO is the general partner of EPE Unit III. The reporting person acquired these Class B limited partner interests in EPE Unit III from a grant of such interests by EPCO, in its capacity as general partner of EPE Unit III. The Class B limited partner interests owned by the reporting person currently represent a 8.93190% Class B limited partner interest in EPE Unit III, in accordance with the Agreement of Limited Partnership of EPE Unit III.

4. Unless extended, on May 9, 2014 (or an earlier Vesting Date), EPE Unit III will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to (i) approximately 4,421,326 minus (ii) the quotient of (a) \$169,999,985 plus any undistributed preferred return to the Class A Limited Partner divided by (b) the fair market value (as defined) of the Units calculated as of the Vesting Date. The remaining Units will be distributed to DFI as the Class A Limited Partner. The Class B limited partner interest is subject to forfeiture.

5. The reporting person is an owner of Class B limited partner interests in Enterprise Unit L.P. Enterprise Unit L.P. owns directly 881,836 Units of EPE. Enterprise Unit L.P. is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. EPCO Holdings, Inc. ("EPCO Holdings") is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit L.P. The reporting person acquired these Class B limited partner interests in Enterprise Unit L.P. from a grant of such interests by EPCO, in its capacity as general partner of Enterprise Unit L.P. The Class B limited partner interests owned by the reporting person currently represent a 18.46154% Class B limited partner interest in Enterprise Unit L.P., in accordance with the Agreement of Limited Partnership of Enterprise Unit L.P.

6. Unless extended, within 30 days after February 20, 2014 (or an earlier Vesting Date), Enterprise Unit L.P. will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to (i) the total number of units acquired by Enterprise Unit L.P. 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 units calculated as of the Vesting Date. The remaining units will be distributed to EPCO Holdings as the Class A Limited Partner. The Class B limited partner interest is subject to forfeiture.

7. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

/s/ Stephanie C. Hildebrandt,
Attorney-In-Fact on behalf of 11/06/2009
Michael A. Creel

** 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 5 (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.

