

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4/A
 August 23, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS RANDA DUNCAN

2. Issuer Name and Ticker or Trading Symbol
ENTERPRISE PRODUCTS PARTNERS L P [EPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1100 LOUISIANA STREET, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
 08/05/2010

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
 HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/09/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Units Representing Limited Partnership Interests | 08/05/2010 | | J ⁽¹⁾ | 451,048 | A | \$ 0 ₍₁₎ 134,144,758 ₍₂₎ | I By DFIDH ⁽³⁾ |
| Common Units Representing Limited Partnership Interests | 08/05/2010 | | J ⁽⁴⁾ | 779,102 | D | \$ 0 ₍₄₎ 0 | I By EPCO Unit |

| | | | | | | | | |
|--|------------|------------------------|---------|---|---------------------------|------------|---|---|
| Interests | | | | | | | | |
| Common Units Representing Limited Partnership Interests | 08/06/2010 | <u>J⁽⁵⁾</u> | 671,910 | A | <u>\$ 0</u> <u>(5)</u> | 6,854,264 | I | By EPCO Holdings <u>(6)</u> |
| Common Units Representing Limited Partnership Interests | 08/06/2010 | <u>J⁽⁷⁾</u> | 844,552 | D | <u>\$ 0</u> <u>(7)</u> | 0 | I | By Enterprise Unit |
| Common Units Representing Limited Partnership Interests | | | | | | 21,563,177 | I | By EGPH <u>(8)</u> |
| Common Units Representing Limited Partnership Interests | | | | | | 6,775,839 | I | By DFI <u>(9)</u> |
| Common Units Representing Limited Partnership Interests | | | | | | 3,100,000 | I | By DFI GP Holdings <u>(10)</u> |
| Common Units Representing Limited Partnership Interests | | | | | | 437,500 | I | By Family Trust <u>(11)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Enterprise Class B Units | (12) | | | | | (12) | (12) | Common Units | 4,520,431 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |
| DFI DELAWARE HOLDINGS L.P. BRANDYWINE PLAZA 103 FOULK RD., SUITE 200 WILMINGTON, DE 19803 | | X | | |
| DUNCAN FAMILY INTERESTS, INC. BRANDYWINE PLAZA 103 FOULK RD., SUITE 200 WILMINGTON, DE 19803 | | X | | |
| DFI DELAWARE GENERAL, LLC BRANDYWINE PLAZA 103 FOULK RD., SUITE 200 WILMINGTON, DE 19803 | | X | | |
| EPCO Holdings, Inc. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |
| Enterprise Products Co 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | X | | |

Signatures

| | |
|---|------------|
| Stephanie C. Hildebrandt, on behalf of Randa Duncan Williams (as Attorney-in-Fact) & EPCO; Darryl E. Smith on behalf of DFIDH & DFI Delaware General; Mary S. Stawikey on behalf of DFI; Richard H. Bachmann on behalf of EPCO Holdings | 08/23/2010 |
| __Signature of Reporting Person | Date |
| Darryl E. Smith, Manager, DFI Delaware General, LLC, the General Partner of DFI Delaware Holdings L.P. | 08/20/2010 |
| __Signature of Reporting Person | Date |
| Mary S. Stawikey, President | 08/20/2010 |
| __Signature of Reporting Person | Date |
| Darryl E. Smith, Manager | 08/20/2010 |
| __Signature of Reporting Person | Date |
| Richard H. Bachmann, EVP, Chief Legal Officer and Secretary | 08/20/2010 |
| __Signature of Reporting Person | Date |
| Stephanie C. Hildebrandt, Assistant Secretary | 08/20/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) These Common Units were distributed to DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly owned subsidiary of Enterprise Products Company, formerly named EPCO, Inc. ("EPCO"), by EPCO Unit L.P. ("EPCO Unit") effective August 5, 2010 in connection with the dissolution of EPCO Unit on such date. Prior to the dissolution of EPCO Unit, DFIDH was the Class A limited partner of EPCO Unit.
- (2) A portion of these units were acquired under the issuer's distribution reinvestment plan.
- (3) These Common Units are owned by DFIDH, an indirect, wholly owned subsidiary of EPCO. The Estate of Dan L. Duncan (the "Estate") owns 50.427% of the voting stock of EPCO. 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 ("DFI Delaware General"), and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly owned subsidiaries of DFI.
- (4) Disposed due to the dissolution of EPCO Unit effective August 5, 2010.
- (5) These Common Units were distributed to EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly owned subsidiary of EPCO, by Enterprise Unit L.P. ("Enterprise Unit") effective August 6, 2010 in connection with the dissolution of Enterprise Unit on such date. Prior to the dissolution of Enterprise Unit, EPCO Holdings was the Class A limited partner of Enterprise Unit.
- (6) These common units are owned directly by EPCO Holdings. EPCO Holdings is an indirect, wholly owned subsidiary of EPCO.
- (7) Disposed due to the dissolution of Enterprise Unit effective August 6, 2010.
- (8) 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 Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGP is EPE Holdings, LLC, a wholly-owned subsidiary of Duncan LLC. The Estate owns beneficial interest of all the member interests of Duncan LLC.
- (9) These Units are directly owned by DFI, which is an indirect wholly owned subsidiary of EPCO. The Estate owns beneficial interest of 50.42% of the voting stock of EPCO.

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- (10) These Common Units are directly owned by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings and Duncan LLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is wholly owned by Duncan LLC. DFI owns a 95% limited partner interest in DFI GP Holdings.
- (11) These Common Units are directly owned by the Randa D. Williams 2003 Family Trust for which the reporting person serves as a trustee. The reporting person disclaims beneficial ownership of the Common Units held by the trust other than to the extent of her pecuniary interest.
- (12) The Class B Units are not entitled to regular quarterly cash distributions for the first sixteen quarters following the closing of the merger with TEPPCO Partners, L.P. on October 26, 2009 and will convert automatically into the same number of Common Units on the date immediately following the payment date of the sixteenth quarterly distribution following the merger.
- (13) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

This amended Form 4 is being filed to reference the following additional co-filers, inadvertently omitted from the initial Form

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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