

CUNNINGHAM RALPH S

Form 4/A

January 25, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
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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 \*  
CUNNINGHAM RALPH S2. 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  
10003. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2012☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)(Street)  
HOUSTON, TX 770024. If Amendment, Date Original  
Filed(Month/Day/Year)  
12/20/20126. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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<br>Security<br>(Instr. 3)                                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Units<br>Representing<br>Limited<br>Partnership<br>Interests | 12/18/2012                              |                                                             | G <sup>(1)</sup>                     | V 305,506 D \$ 0 146,049                                                | D                                                                                                                  |                                                                         |                                                                   |
| Common<br>Units<br>Representing<br>Limited<br>Partnership              | 12/18/2012                              |                                                             | G <sup>(1)</sup>                     | V 305,506 A \$ 0 305,506                                                | I                                                                                                                  |                                                                         | By GeeGee<br>Holdings, Ltd.                                       |

## Interests

Common  
Units

|                                                     |            |                  |   |    |   |      |         |   |
|-----------------------------------------------------|------------|------------------|---|----|---|------|---------|---|
| Representing<br>Limited<br>Partnership<br>Interests | 12/18/2012 | G <sup>(2)</sup> | V | 23 | D | \$ 0 | 146,026 | D |
|-----------------------------------------------------|------------|------------------|---|----|---|------|---------|---|

Common  
Units

|                                                     |            |                  |   |    |   |      |    |   |                                                |
|-----------------------------------------------------|------------|------------------|---|----|---|------|----|---|------------------------------------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 12/18/2012 | G <sup>(2)</sup> | V | 23 | A | \$ 0 | 23 | I | By Purdey<br>Management,<br>LLC <sup>(3)</sup> |
|-----------------------------------------------------|------------|------------------|---|----|---|------|----|---|------------------------------------------------|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                    |
|--------------------------------------------------------------------------------|----------------------------------|
|                                                                                | Director 10% Owner Officer Other |
| CUNNINGHAM RALPH S<br>1100 LOUISIANA STREET<br>SUITE 1000<br>HOUSTON, TX 77002 | X                                |

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Ralph S.  
Cunnnigham

01/25/2012

\_\_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).

- The reporting person transferred these common units to GeeGee Holdings, Ltd., a limited partnership ("GeeGee"). The reporting person
- (1) and his spouse each own 50% of the outstanding membership interests of Purdey Management, LLC ("Purdey"), the 1% general partner of GeeGee, and they each own an equal portion (49.5%) of the outstanding 99% limited partner interests in GeeGee.
  - (2) The reporting person transferred these common units to Purdey.
  - (3) The power of attorney under which this form was signed is on file with the Commission.

### Remarks:

Transaction Code G - bona fide gift

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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