

FOWLER W RANDALL
Form 4
August 09, 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 *
FOWLER W RANDALL

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
 Officer (give title below) EVP & Chief Financial Officer
____ 10% Owner
____ Other (specify below)

(Street)
HOUSTON, TX 77002

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

6. 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 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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Units Representing Limited Partnership Interests	08/05/2010		M ⁽¹⁾		65,611	A	\$ 0 <u>(1)</u>	254,624	D
Common Units Representing Limited Partnership Interests	08/06/2010		M ⁽²⁾		14,165	A	\$ 0 <u>(2)</u>	268,789	D

Interests

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Limited Partnership Interest in EPCO Unit L.P.	<u>(1)</u>	08/05/2010		<u>M</u> ⁽¹⁾	<u>0</u> ⁽¹⁾	<u>(1)</u>	<u>(1)</u>	Common Units	<u>(1)</u>
Class B Limited Partnership Interest in Enterprise Unit L.P.	<u>(2)</u>	08/06/2010		<u>M</u> ⁽²⁾	<u>0</u> ⁽²⁾	<u>(2)</u>	<u>(2)</u>	Common Units	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOWLER W RANDALL
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

EVP & Chief Financial Officer

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of W. Randall
Fowler

08/09/2010

__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).

On August 5, 2010, EPCO Unit L.P. ("EPCO Unit") was liquidated in accordance with its agreement of limited partnership. Upon EPCO Unit's liquidation, the reporting person's Class B limited partner interest in EPCO Unit automatically converted into the right to receive

(1) 65,611 common units representing limited partnership interests in Enterprise Products Partners L.P. ("Common Units"), based on the reporting person's percentage share of Class B limited partner interest in EPCO Unit immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of EPCO Unit, the reporting person no longer has any interest in EPCO Unit.

On August 6, 2010, Enterprise Unit L.P. ("Enterprise Unit") was liquidated in accordance with its agreement of limited partnership. Upon Enterprise Unit's liquidation, the reporting person's Class B limited partner interest in Enterprise Unit automatically converted into the

(2) right to receive 14,165 Common Units based on the reporting person's percentage share of Class B limited partner interest in Enterprise Unit immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of Enterprise Unit, the reporting person no longer has any interest in Enterprise Unit.

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

Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3

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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