FOWLER W RANDALL

Form 4

February 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Representing Limited Partnership

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FOWLER W RANDALL Issuer Symbol ENTERPRISE PRODUCTS (Check all applicable) PARTNERS L P [EPD] (Middle) _X__ Director (Last) (First) 3. Date of Earliest Transaction 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 1100 LOUISIANA STREET, SUITE 02/01/2013 **EVP & Chief Financial Officer** 1000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1. Title of 3. 4. Securities Acquired 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) **Following** or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount Common Units Representing $M^{(1)}$ 02/01/2013 60,000 A $358,375 \stackrel{(2)}{=}$ D Limited Partnership **Interests** $F^{(3)}$ Common 02/01/2013 D 44.317 D \$ 314.058 Units 56.41

Edgar Filing: FOWLER W RANDALL - Form 4

Interests

Common

Units

Representing Limited

Partnership Interests

250,000

Ι

By Three Streams

Partners, LP (4)

SEC 1474

(9-02)

Units

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.

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. Transact Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Employee Unit Option Right	\$ 30.93	02/01/2013		M(1)		60,000	02/01/2013	12/31/2013	Common	60,

Reporting Owners

Paparting Owner Name / Address	Relationships		
Reporting Owner Name / Address			

Director 10% Owner Officer Other

FOWLER W RANDALL 1100 LOUISIANA STREET **SUITE 1000**

X

HOUSTON, TX 77002

EVP & Chief Financial Officer

Signatures

Option-Right

To Buy

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

Fowler 02/05/2013

> **Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: FOWLER W RANDALL - Form 4

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).
 - Represents the exercise of an employee unit option that vested in 2012, first became exercisable on February 1, 2013 and terminates on
- (1) December 31, 2013 (to the extent not previously exercised). In accordance with the terms and conditions applicable to such awards, employee unit options granted by the issuer may only be exercised at certain times during the calendar year (typically the months of February, May, August and November).
- (2) Includes common units acquired in the issuer's Employee Unit Purchase Plan.
- (3) Represents the payment (by delivering or withholding common units) of the exercise price and/or tax liability incident to the exercise of the employee unit option described in Footnote 1 above.
- (4) The reporting person disclaims beneficial ownership of common units held by Three Streams Partners, LP except to the extent of his pecuniary interest therein.
- (5) 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; Transaction Code F -Pa Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.