

Enterprise GP Holdings L.P.
Form 4
February 27, 2008

FORM 4

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

OMB APPROVAL

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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 *
KNESEK MICHAEL J

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

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Enterprise GP Holdings L.P. [EPE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP/Controller/Principal

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Other
Class B Ltd Partner Interests in Ent. Uni/Obl. to Del.	(2)	02/22/2008	J(1)	0 (1)					(1)(2)	(2)	Units	(2)	\$ 0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNESEK MICHAEL J 1100 LOUISIANA, SUITE 1000 HOUSTON, TX 77002			SVP/Controller/Principal	

Signatures

/s/ William L. Soula, as Attorney-in-Fact for Michael J. Knesek 02/26/2008

**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 is an owner of Class B limited partner interest in Enterprise Unit L.P. As of February 25, 2008, Enterprise Unit L.P. owns directly 31,600 Units of Enterprise GP Holdings L.P. ("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
- (1) 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 interest owned by the reporting person represent an initial aggregate 9.7088% Class B limited partner interest in Enterprise Unit L.P., in accordance with the Agreement of Limited Partnership of Enterprise Unit L.P.
- (2) On 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 February 20, 2014 (or an earlier 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.

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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