

Enterprise GP Holdings L.P.
Form 4
April 08, 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

(Last) (First) (Middle)

1100 LOUISIANA STREET, 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)
03/29/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Units Representing Limited Partnership Interests	03/29/2010		Z ⁽¹⁾		75,865	A	\$ 0 (1) 75,865	I ⁽²⁾ By EPCO Holdings
Units Representing Limited Partnership Interests	03/29/2010		Z ⁽¹⁾		71,860,405	A	\$ 0 (1) 71,860,405	I ⁽³⁾ By DFI
Units Representing	03/29/2010		Z ⁽¹⁾		25,162,804	A	\$ 0 (1) 25,162,804	I ⁽⁴⁾ By DFIGP

Limited Partnership Interests									
Units Representing Limited Partnership Interests	03/29/2010	Z ⁽¹⁾	1,821,428	A	\$ 0 ₍₁₎	1,821,428	I ⁽⁵⁾		By EPE Unit
Units Representing Limited Partnership Interests	03/29/2010	Z ⁽¹⁾	40,725	A	\$ 0 ₍₁₎	40,725	I ⁽⁶⁾		By EPE Unit II
Units Representing Limited Partnership Interests	03/29/2010	Z ⁽¹⁾	4,421,326	A	\$ 0 ₍₁₎	4,421,326	I ⁽⁷⁾		By EPE Unit III
Units Representing Limited Partnership Interests	03/29/2010	Z ⁽¹⁾	881,836	A	\$ 0 ₍₁₎	881,836	I ⁽⁸⁾		By Enterprise Unit
Units Representing Limited Partnership Interests						75,000	I ⁽⁹⁾		By A&W Ltd. ⁽¹⁰⁾

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.

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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 of Derivative Security (Instr. 5)	9. Name of Issuer (Instr. 6)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X	X		

Signatures

/s/Stephanie C. Hildebrandt, Attorney-in-Fact on behalf of Randa Duncan
Williams

04/08/2010

__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) Following the death of Dan L. Duncan on March 29, 2010, beneficial ownership was acquired by the reporting person due to the reporting person becoming a voting trustee pursuant to the Dan Duncan LLC Voting Trust Agreement and the EPCO, Inc. Voting Trust Agreement, the voting trustees' control of Dan Duncan LLC ("Duncan LLC") and Enterprise Products Company (formerly named EPCO, Inc., "EPCO"), and the reporting person's pecuniary interest in the estate of Dan L. Duncan (the "Estate"). The reporting person disclaims beneficial ownership of the securities held by EPCO, Duncan LLC or their controlled affiliates other than to the extent of her pecuniary interest.

(2) These Units are owned by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly owned subsidiary of EPCO; the Estate owns beneficial interest of 50.427% of the voting stock of EPCO.

(3) These Units are owned by Duncan Family Interests, Inc. ("DFI"), an indirect, wholly owned subsidiary of EPCO.

(4) These Units are owned by DFI GP Holdings L.P. ("DFIGP"). Duncan LLC owns all of the member interests of the general partner of DFIGP, and a 4% limited partner interest in DFIGP. DFI owns a 95% limited partner interest in DFIGP.

(5) These Units are owned by EPE Unit, L.P. ("EPE Unit"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit.

(6) These Units are owned by EPE Unit II, L.P. ("EPE Unit II"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit II.

(7) These Units are owned by EPE Unit III, L.P. ("EPE Unit III"), a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit III.

(8) These Units are owned by Enterprise Unit L.P. ("Enterprise Unit"), a limited partnership established for the benefit of certain EPCO employees who are in its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit.

(9) These Units are owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.

(10) The power of attorney under which this form was signed is attached.

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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