

FOWLER W RANDALL
Form 4
August 10, 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

(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)
08/06/2010

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)
EVP & Chief Financial Officer

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	(D)	Price			
Units Representing Limited Partnership Interests	08/06/2010		M ⁽¹⁾		30,175	A	\$ 0 <u>(1)</u>	33,175	D	
Units Representing Limited Partnership Interests	08/06/2010		M ⁽²⁾		52,034	A	\$ 0 <u>(2)</u>	85,209	D	
Units Representing	08/06/2010		M ⁽³⁾		96,907	A	\$ 0 <u>(3)</u>	182,116	D	

Limited
Partnership
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 of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Limited Partnership Interest in Enterprise Unit	(1)	08/06/2010		M(1)	0 (1)	(1)	(1)	Units	(1)	\$ 0
Class B Limited Partnership Interest in EPE Unit L.P.	(2)	08/06/2010		M(2)	0 (2)	(2)	(2)	Units	(2)	\$ 0
Class B Limited Partnership Interest in EPE Unit III L.P.	(3)	08/06/2010		M(3)	0 (3)	(3)	(3)	Units	(3)	\$ 0

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

08/10/2010

__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 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

(1) right to receive 30,175 units representing limited partnership interests in Enterprise GP Holdings L.P. ("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.

On August 6, 2010, EPE Unit L.P. ("EPE Unit") was liquidated in accordance with its agreement of limited partnership. Upon EPE Unit's liquidation, the reporting person's Class B limited partner interest in EPE Unit automatically converted into the right to receive 52,034

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

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

(3) receive 96,907 Units based on the reporting person's percentage share of Class B limited partner interest in EPE Unit III immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of EPE Unit III, the reporting person no longer has any interest in EPE Unit III.

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

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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