

Enterprise GP Holdings L.P.
Form 4
November 24, 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)
11/22/2010

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	11/22/2010		J ⁽¹⁾		13,921	A	\$ 0 (1)	13,921	I	By Enterprise Products Holdings LLC ⁽²⁾
Units Representing Limited Partnership Interests	11/22/2010		D		13,921	D	\$ 0 (3)	0	I	By Enterprise Products Holdings LLC ⁽²⁾
Units Representing	11/22/2010		D		589,945	D	\$ 0 (3)	0	I	By EPCO Holdings

Limited Partnership Interests									(4)
Units Representing Limited Partnership Interests	11/22/2010	D	76,240,798	D	\$ 0 (3)	0	I		By DFI (5)
Units Representing Limited Partnership Interests	11/22/2010	D	25,162,804	D	\$ 0 (3)	0	I		By DFI GP (6)
Units Representing Limited Partnership Interests	11/22/2010	D	75,000	D	\$ 0 (3)	0	I		By A&W Ltd. (7) (8)

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)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						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
DUNCAN FAMILY INTERESTS, INC. 300 DELAWARE AVENUE SUITE 900 WILMINGTON, DE 19801		X
EPCO Holdings, Inc. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X
DFI GP Holdings L.P. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X
DFI Holdings, LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X
Dan Duncan LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X
Enterprise Products Co 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X

Signatures

Stephanie C. Hildebrandt on behalf of Randa Duncan Williams (as Attorney-in-Fact), Enterprise Products Holdings LLC & EPCO; Mary S. Stawikey on behalf of DFI; Richard H. Bachmann on behalf of EPCO Holdings, Duncan LLC, DFI Holdings, and DFI GP Holdings	11/24/2010
__Signature of Reporting Person	Date
 /s/Mary S. Stawikey	11/24/2010
__Signature of Reporting Person	Date
 Richard H. Bachmann	11/24/2010
__Signature of Reporting Person	Date
 Richard H. Bachmann	11/24/2010
__Signature of Reporting Person	Date
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<u>Signature of Reporting Person</u>	Date
Richard H. Bachmann	11/24/2010
<u>Signature of Reporting Person</u>	Date
Stephanie C. Hildebrandt	11/24/2010
<u>Signature of Reporting Person</u>	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).
Received in exchange for the cancellation of the general partner interest of Enterprise GP Holdings L.P. ("EGPH") in connection with the
(1) transactions contemplated by the Agreement and Plan of Merger dated as of September 3, 2010, by and among Enterprise Products Partners L.P. ("Products"), Enterprise GP, LLC, Enterprise ETE LLC, EGPB and EPE Holdings, LLC (the "MLP Merger Agreement").
Enterprise Products Holdings LLC (formerly named EPE Holdings, LLC) was the general partner of EGPB and is a wholly owned
(2) subsidiary of Dan Duncan LLC ("Duncan LLC"). The Estate of Dan L. Duncan owns beneficial interest of all the member interests in Duncan LLC.
(3) Disposed of in exchange for the Merger Consideration (as defined in the MLP Merger Agreement).
(4) These Units were owned directly by EPCO Holdings, Inc. ("EPCO Holdings"). EPCO Holdings is an indirect, wholly owned subsidiary of Enterprise Products Company ("EPCO").
(5) These Units were owned directly by Duncan Family Interests ("DFI"). DFI is an indirect, wholly owned subsidiary of EPCO.
These Units were directly owned by DFI GP Holdings L.P. ("DFIGP"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of
(6) DFIGP and Duncan LLC is a 4% limited partner of DFIGP. DFI Holdings is wholly owned by Duncan LLC. DFI owns a 95% limited partner interest in DFIGP.
(7) These Units were owned by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
(8) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Codes

D - Disposition to the issuer of issuer equity securities pursuant to Rule 16b-3(e)

J - Other acquisition or disposition

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.