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DUNCAN DA Form 4 March 28, 200 FORM Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruct 1(b).	8 4 UNITED S 5 5 5 5 5 5 5 5	ENT O	Washi F CHANG Section 16(a	ington, D ES IN BH SECURII a) of the S ity Holdin	.C. 2054 ENEFIC TES Securities g Compa	9 IAL O 5 Excha any Act	WNER unge Act t of 1933	SHIP OF of 1934,	OMB APP OMB Number: Expires: ` Estimated ave burden hours response	3235-0287 January 31, 2005 erage
1. Name and Add DUNCAN DA	lress of Reporting P AN L	erson <u>*</u>	Symbol	ame and Ti			Issue	-	Reporting Persor	n(s) to
(Last) 1100 LOUISI 1000	(Month/Day/Year) 1100 LOUISIANA STREET; SUITE 03/27/2008			. [Ľ၊ Ľ]	X_ X_	(Check all applicable) X DirectorX 10% Owner X Officer (give title Other (specify below) Chairman				
(Street) 4. If Amendment, Filed(Month/Day/Ye									n	
(City)	(State) (A	Zip)	Table I	- Non-Der	ivative Sec	curities A	Acquired.	Disposed of,	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execu any	eemed tion Date, if	3. Transactio Code (Instr. 8)	4. Securit	ies Acqu ed of (D)	ired (A)	5. Amount o Securities Beneficially Owned Following Reported Transaction((Instr. 3 and	f 6. Ownership Form: Direct (D) or Indirect (I) s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Units Representing Limited Partnership Interests				Code V	Amount	(D)	Price	151,600	I <u>(1)</u>	By EPCO
Units Representing Limited Partnership Interests								69,051,88	7 I <u>(2)</u>	By DFI
Units Representing								11,819,722	2 I <u>(3)</u>	By DFIGP

Limited Partnership Interests								
Units Representing Limited Partnership Interests						243,071	I <u>(4)</u>	By 2000 Trust
Units Representing Limited Partnership Interests						1,821,428	I <u>(5)</u>	By EPE Unit
Units Representing Limited Partnership Interests						40,725	I <u>(6)</u>	By EPE Unit II
Units Representing Limited Partnership Interests						4,421,326	I <u>(7)</u>	By EPE Unit III
Units Representing Limited Partnership Interests						3,745,673	I <u>(8)</u>	By DD Securities
Units Representing Limited Partnership Interests	03/27/2008	Р	31,000	А	\$ 29.7585	454,036	I (9) (10)	By Enterprise Unit (11)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne

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Security

	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

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DUNCAN DAN L 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002	Х	Х	Chairman			
EPCO, Inc. 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002		Х		General Partner of EPE Unit LP		

Signatures

William L. Soula, Attorney-in-Fact on behalf of Dan L. Duncan and Assistant Secretary of
EPCO, Inc.03/28/2008

**Signature of Reporting Person

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) These Units are owned by EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- (2) These Units are owned by Duncan Family Interests, Inc. ("DFI") an indirect wholly-owned subsidiary of EPCO.
- (3) These Units are owned by DFI GP Holdings, L.P. ("DFIGP") an indirect subsidiary of EPCO.
- (4) These Units are owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.

These Units are owned by 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. EPE Unit owns 1,821,428 Units.

(5) On August 23, 2010, EPE Unit will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to approximately 1,821,428 minus the quotient of \$51,000,000 divided by the market price (as defined) of the Units on August 23, 2010. The remaining Units will be distributed to DFI as the Class A Limited Partner.

These units are directly owned by EPE Unit II L.P. ("EPE Unit II") and beneficially owned by the reporting persons to the extent of the interest of DFI in these securities as a Class A limited partner in EPE Unit II. The Class A limited partner interest generally entitles the holder to \$1,500,000 as adjusted for the Class A limited partner to receive a preferred return equal to 6-1/4% per annum from December 5, 2006. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit II, except to the extent of their

(6) pecuniary interest in the securities. Within 30 days after December 5, 2011 (or an earlier Vesting Date), EPE Unit II will be liquidated and expects to distribute to the Class B limited partner a total number of Units equal to (i) the total number of units acquired by EPE Unit II minus (ii) the quotient of (a) \$1,500,000 plus any undistributed preferred return divided by (b) the fair market value (as defined) of the Units calculated as of December 5, 2011 (or an earlier Vesting Date). The remaining Units will be distributed to DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.

Date

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These units are directly owned by EPE Unit III L.P. ("EPE Unit III") and beneficially owned by the reporting persons to the extent of the interest of DFI in these securities as a Class A limited partner in EPE Unit III. The Class A limited partner interest generally entitles the holder to \$169,999,985 as adjusted for the Class A limited partner to receive a preferred return equal to 3.797% divided by (ii) \$38.45, divided by 365 or 366 days, as the case may be during such calendar year, from May 7, 2007. The reporting persons disclaim beneficial ownership of the securities held by EPE Unit III, except to the extent of their pecuniary interest in the securities. Within 30 days after

- (7) Ownership of the securities held by EFE Unit III, except to the extent of their pecunitary interest in the securities. Within 50 days after May 7, 2012 (or an earlier Vesting Date), EPE Unit III will be liquidated and expects to distribute to the Class B limited partner a total number of Units equal to (i) the total number of units acquired by EPE Unit III minus (ii) the quotient of (a) \$169,999,985 plus any undistributed preferred return divided by (b) the fair market value (as defined) of the Units calculated as of May 7, 2012 (or an earlier Vesting Date). The remaining Units will be distributed to DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.
- (8) These Units are owned by DD Securities LLC ("DD Securities"). Dan L. Duncan is the sole member of DD Securities.

These Units are owned directly by Enterprise Unit L.P. ("Enterprise Unit") and beneficially owned by the reporting persons to the extent of the interest of EPCO Holdings, Inc. ("EPCO Holdings") in these securities as a Class A limited partner in Enterprise Unit. The Class A limited partner interest generally entitles the holder to the amount of any contributions of cash or cash equivalents made by the Class

(9) A limited partner, as adjusted for the Class A limited partner to receive a preferred return rate equal to 5% per annum from February 20, 2008. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities. Within 30 days after February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and expects to distribute to the Class B limited partners a total number of Units equal to (i) [continued in footnote 10]

(i) [continuted from footnote 9] the total number of units acquired by Enterprise Unit minus (ii) the quotient of one-half of the aggregate

- (10) 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.
- (11) The power of attorney under which this form was signed is on file with the Commission.

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.