

Enterprise GP Holdings L.P.
Form 4
December 14, 2006

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 *
DUNCAN DAN L

(Last) (First) (Middle)

SUITE 1000, 1100 LOUISIANA STREET

(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)
12/13/2006

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)
Chairman / Officer & Dir. of Subsidiary

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Units Representing Limited Partnership Interests					151,600	I (1)	By EPCO
Units Representing Limited Partnership Interests					71,119,631	I (2)	By DFI
Units Representing					243,071	I (3)	By 2000 Trust

Limited Partnership Interests									
Units Representing Limited Partnership Interests						1,821,428	I ⁽⁴⁾		By EPE Unit
Units Representing Limited Partnership Interests						3,726,273	I ⁽⁵⁾		By Duncan LLC
Units Representing Limited Partnership Interests	12/13/2006		P	6,500	A	\$ 36.54	6,500	I ⁽⁶⁾	By EPE Unit II
Units Representing Limited Partnership Interests	12/14/2006		P	6,900	A	\$ 36.69	13,400	I ⁽⁶⁾	By EPE Unit II

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

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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 or Value of Underlying Securities (Instr. 3 and 4)
Class B Ltd Ptner Interests	\$ 28					Date Exercisable: 08/23/2010 Expiration Date: 08/23/2010	Title: Units Amount or Number of Shares: 1,821,428	

in EPE
Unit
L.P.-Obl
to Delive
(7)

Reporting Owners

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

Signatures

William L. Soula, Attorney in Fact for Dan L. Duncan and Assistant Secretary of EPCO,
Inc.

12/14/2006

 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) 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 the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.
- (4) 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.
- (5) These Units are owned by Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.

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 Duncan Family Interests, Inc. ("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 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.

- (6) EPE Unit owns 1,821,428 Units (reported in Table I). 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.
- (8) 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.

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