

BOURDON LYNN L III
 Form 3
 November 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 BOURDON LYNN L III
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 10/27/2009

3. Issuer Name and Ticker or Trading Symbol
 ENTERPRISE PRODUCTS PARTNERS L P [EPD]

4. Relationship of Reporting Person(s) to Issuer

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

1100 LOUISIANA STREET,
 SUITE 1000

(Check all applicable)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	86,942 ⁽¹⁾	D	^
Common Units Representing Limited Partnership Interests	300	I	By son
Common Units Representing Limited Partnership Interests	300	I	By son

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Unit Options - Right To Buy	11/30/2006	11/30/2013	Common Units	15,000	\$ 22.88	D	Â
Employee Unit Options - Right To Buy	05/10/2008	05/10/2014	Common Units	6,000	\$ 20	D	Â
Employee Unit Options - Right To Buy	08/04/2009	08/04/2015	Common Units	15,000	\$ 26.47	D	Â
Employee Unit Options - Right To Buy	05/01/2010	05/01/2016	Common Units	30,000	\$ 24.85	D	Â
Employee Unit Options - Right To Buy	05/29/2011	12/31/2012	Common Units	30,000	\$ 30.96	D	Â
Employee Unit Options - Right To Buy	05/22/2008	12/31/2013	Common Units	30,000	\$ 30.93	D	Â
Employee Unit Options - Right To Buy	02/19/2013	12/31/2014	Common Units	30,000	\$ 22.06	D	Â
Employee Unit Options - Right To Buy	05/06/2013	12/31/2014	Common Units	30,000	\$ 24.92	D	Â
Class B LP Interest in Enterprise Unit L.P./Oblig. to Deliv.	Â (2)(3)	Â (3)	Common Units	(3)	\$ 0	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOURDON LYNN L III 1100 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002	Â	Â	Â Senior Vice President	Â

Signatures

/s/Richard H. Bachmann, Attorney in Fact for Lynn L.
Bourdon, III

11/06/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Includes common units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.

The reporting person is an owner of Class B limited partner interests in Enterprise Unit L.P. Enterprise Unit L.P. owns directly 844,552 Units of Enterprise Products Partners L.P. ("EPD"). Enterprise Unit L.P. is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. EPCO Holdings, Inc. ("EPCO Holdings") is the sole Class

- (2) A limited partner and EPCO is the general partner of Enterprise Unit L.P. The reporting person acquired these Class B limited partner interests in Enterprise Unit L.P. from a grant of such interests by EPCO, in its capacity as general partner of Enterprise Unit L.P. The Class B limited partner interests owned by the reporting person currently represent a 2.05128% Class B limited partner interest in Enterprise Unit L.P., in accordance with the Agreement of Limited Partnership of Enterprise Unit L.P.

Unless extended, within 30 days of February 20, 2014 (or an earlier Vesting Date), Enterprise Unit L.P. will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to (i) the total number of units acquired by Enterprise Unit L.P.

- (3) minus (ii) the quotient of one-half of the aggregate 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 the Vesting Date. The remaining units will be distributed to EPCO Holdings as the Class A Limited Partner. The Class B limited partner interest is subject to forfeiture.

- (4) 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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