

CUNNINGHAM RALPH S  
Form 4  
September 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CUNNINGHAM RALPH S

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
1100 LOUISIANA STREET, SUITE 1000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2011

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

HOUSTON, TX 77002  
(City) (State) (Zip)

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

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                                      |       |
| Common Units Representing Limited Partnership Interests | 09/07/2011                           |  | A                              | 3,030   | A   | \$ 0 (1)   | 449,902                                    | D (2) |

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

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SEC 1474 (9-02)

number.

**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 Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| CUNNINGHAM RALPH S<br>1100 LOUISIANA STREET<br>SUITE 1000<br>HOUSTON, TX 77002 | X             |           |         |       |

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Ralph S. Cunningham

09/09/2011

\*\*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).  
Acquired pursuant to the Agreement and Plan of Merger dated as of April 28, 2011, by and among Enterprise Products Partners L.P. ("EPD"), Enterprise Products Holdings LLC, EPD MergerCo LLC, Duncan Energy Partners L.P. ("DEP"), and DEP Holdings, LLC (the (1) "MLP Merger Agreement") as Merger Consideration (as defined in the MLP Merger Agreement). On the effective date of the merger, the closing price of the Units of DEP on the New York Stock Exchange ("NYSE") was \$41.22 and the closing price of the Common Units of EPD on the NYSE was \$40.83.
- (2) The power of attorney under which this form was signed is on file with the Commission.

### Remarks:

Transaction Code A - Grant, award or other acquisition pursuant to Rule 16b-3(d)

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.