

BACHMANN RICHARD H
Form 4
February 06, 2013

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 *
BACHMANN RICHARD H

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

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2013

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

(Street)
HOUSTON, TX 77002

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

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Units Representing Limited Partnership Interests	02/04/2013		M ⁽¹⁾		60,000	A	\$ 30.93
Common Units Representing Limited Partnership Interests	02/04/2013		F ⁽²⁾		44,452	D	\$ 55.99

Interests			
Common Units Representing Limited Partnership Interests	7,869	I	By Trust <u>(3)</u>
Common Units Representing Limited Partnership Interests	7,869	I	By Trust <u>(4)</u>
Common Units Representing Limited Partnership Interests	2,231	I	By Spouse

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 Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Employee Unit Option-Right To Buy	\$ 30.93	02/04/2013		M ⁽¹⁾	60,000	02/01/2013 12/31/2013	Common Units				60,000

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

BACHMANN RICHARD H
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

X

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Richard H.
Bachmann

02/06/2013

__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) Represents the exercise of an employee unit option that vested in 2012, first became exercisable on February 1, 2013 and terminates on December 31, 2013 (to the extent not previously exercised). In accordance with the terms and conditions applicable to such awards, employee unit options granted by the issuer may only be exercised at certain times during the calendar year (typically the months of February, May, August and November).

(2) Represents the payment (by delivering or withholding common units) of the exercise price and/or tax liability incident to the exercise of the employee unit option described in Footnote 1 above.

(3) These common units are held in a grantor retained annuity trust for the benefit of Mr. Bachmann's daughter. Mr. Bachmann is the trustee and a beneficiary of the trust.

(4) These common units are held in a grantor retained annuity trust for the benefit of Mr. Bachmann's son. Mr. Bachmann is the trustee and a beneficiary of the trust.

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

Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3; Transaction Code F - Pa

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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