

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 March 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS RANDA DUNCAN

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2015

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

1100 LOUISIANA STREET, SUITE 1000

(Street)

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

HOUSTON, TX 77002

(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	(A) or (D)	Price
Common Units Representing Limited Partnership Interests	03/02/2015		P		1,498,055	A	\$ 34
					2,373,055	I	(1)
					1,046,612	I	(1)
							By Family Trust (2)
							By EPCO (3)

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Interests			
Common Units Representing Limited Partnership Interests	15,679,258 <u>(1)</u>	I	By EPCO Holdings <u>(4)</u>
Common Units Representing Limited Partnership Interests	531,305,919 <u>(1)</u>	I	By DFI <u>(5)</u>
Common Units Representing Limited Partnership Interests	30,483,034 <u>(1)</u>	I	By EPCO Investments <u>(6)</u>
Common Units Representing Limited Partnership Interests	41,762 <u>(1)</u>	I	By DDLLC <u>(7)</u>
Common Units Representing Limited Partnership Interests	81,688,412 <u>(1)</u>	I	By DFI GP Holdings <u>(8)</u>
Common Units Representing Limited Partnership Interests	326,000 <u>(1)</u>	I	By A&W Ltd. <u>(9)</u>
Common Units Representing Limited Partnership Interests	9,090 <u>(1)</u>	I	By spouse
Common Units Representing Limited	4,040 <u>(1)</u>	I	Jointly with spouse

Partnership
Interests

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

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(9-02)

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 (Instr. 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
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X	X		

Signatures

/s/ Wendi S. Bickett, Attorney-in-Fact on behalf of Randa Duncan Williams

03/04/2015

__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) As adjusted to give effect to the 2-for-1 split of the issuer's common units effective August 21, 2014.

(2) These common units are owned directly by The Randa Duncan Williams 2003 Family Trust (the "Family Trust") and were purchased in a private transaction from The Estate of Dan L. Duncan, Deceased. Ms. Williams does not serve as a trustee of the Family Trust and therefore disclaims beneficial ownership of the common units owned directly by the Family Trust.

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- (3) These common units are owned directly by Enterprise Products Company ("EPCO"). Ms. Williams serves as one of three voting trustees who collectively have voting and dispositive power over a majority of the outstanding voting stock of EPCO. Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO, except to the extent of her pecuniary interest therein.

- (4) These common units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), a direct wholly owned subsidiary of EPCO. Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO Holdings, except to the extent of her pecuniary interest therein.

- (5) These common units are owned directly by Duncan Family Interests, Inc. ("DFI"), a direct wholly owned subsidiary of EPCO Holdings. Ms. Williams disclaims beneficial ownership of the common units owned directly by DFI, except to the extent of her pecuniary interest therein.

- (6) These common units are owned directly by EPCO Investments, LLC ("EPCO Investments"), a direct wholly owned subsidiary of EPCO. Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO Investments, except to the extent of her pecuniary interest therein.

- (7) These common units are owned directly by Dan Duncan LLC ("DDLLC"), which directly owns 100% of the outstanding membership interests of Enterprise Products Holdings LLC, the issuer's general partner. Ms. Williams serves as one of three voting trustees who collectively have voting and dispositive power over 100% of the membership interests of DDLLC. Ms. Williams disclaims beneficial ownership of the common units owned directly by DDLLC, except to the extent of her pecuniary interest therein.

- (8) These common units are owned directly by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings, and DDLLC is a 4% limited partner of DFI GP Holdings. DFI Holdings is a direct wholly owned subsidiary of DDLLC. DFI directly owns a 95% limited partner interest in DFI GP Holdings. Ms. Williams disclaims beneficial ownership of the common units owned directly by DFI GP Holdings, except to the extent of her pecuniary interest therein.

- (9) These common units are owned directly by Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams' spouse. Ms. Williams disclaims beneficial ownership of the common units owned directly by A&W Ltd., except to the extent of her pecuniary interest therein.

Remarks:

Transaction Code P - Open market or private purchase of non-derivative or derivative security.

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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