

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 March 09, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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)
03/08/2016

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 Ownership (Instr. 4)
Common Units Representing Limited Partnership Interests				(A) or (D)	548,008,777	I	By EPCO Holdings ⁽¹⁾
Common Units Representing Limited Partnership				(A) or (D)	2,723,052	I	By EPD PubCo I ⁽²⁾ ⁽³⁾

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Interests			
Common Units Representing Limited Partnership Interests	2,834,198	I	By EPD PubCo II ⁽⁴⁾ <u>(5)</u>
Common Units Representing Limited Partnership Interests	1,111,438	I	By EPD PrivCo I ⁽⁶⁾ <u>(7)</u>
Common Units Representing Limited Partnership Interests	33,708,091	I	By EPCO Investments <u>(8)</u>
Common Units Representing Limited Partnership Interests	1,046,612	I	By EPCO ⁽⁹⁾
Common Units Representing Limited Partnership Interests	41,762	I	By DDLLC <u>(10)</u>
Common Units Representing Limited Partnership Interests	81,688,412	I	By DFI GP Holdings ⁽¹¹⁾
Common Units Representing Limited Partnership Interests	3,388,831	I	By RDW Family Trust ⁽¹²⁾
Common Units Representing Limited	3,388,831	I	By DDA Family Trust ⁽¹³⁾

Partnership Interests									
Common Units Representing Limited Partnership Interests						3,388,831	I		By MDF Family Trust ⁽¹⁴⁾
Common Units Representing Limited Partnership Interests						3,388,831	I		By SDD Family Trust ⁽¹⁵⁾
Common Units Representing Limited Partnership Interests						326,000	I		By A&W Ltd. ⁽¹⁶⁾
Common Units Representing Limited Partnership Interests	03/08/2016	P	10,000	A	\$ 24	10,000	I		By Chaswil, Ltd. ⁽¹⁷⁾
Common Units Representing Limited Partnership Interests						9,090	I		By Spouse
Common Units Representing Limited Partnership Interests						4,040	I		Jointly with spouse ⁽¹⁸⁾

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

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SEC 1474
(9-02)

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

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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 Owned Following Transaction (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

03/09/2016

**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 Common Units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), a direct wholly owned subsidiary of Enterprise Products Company ("EPCO"). Ms. Williams disclaims beneficial ownership of the Common Units owned directly by EPCO Holdings, except to the extent of her pecuniary interest therein.

(2) These Common Units are owned directly by EPD PubCo Unit I, L.P., a Delaware limited partnership ("EPD PubCo I"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPD PubCo I. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD PubCo I. The Class A limited partner interest generally entitles the holder to a preferred return of \$63,746,647.32 (the fair market value (as defined) of the Common Units calculated as of February 22, 2016) multiplied by 6.6638% divided by 365 or 366 days, as the case may be during such calendar year, from February 22, 2016. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.

(3) Within 30 days after February 22, 2020 (or an earlier vesting date), EPD PubCo I will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$63,746,647.32 (the fair market value (as defined) of the Common Units calculated as of February 22, 2016), plus any accrued and unpaid Class A preferred return. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo I. The Class B limited partner interests are subject to forfeiture.

(4) These Common Units are owned directly by EPD PubCo Unit II L.P., a Delaware limited partnership ("EPD PubCo II"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and

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EPCO is the general partner of EPD PubCo II. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD PubCo II. The Class A limited partner interest generally entitles the holder to a preferred return of \$66,348,575.18 (the fair market value (as defined) of the Common Units calculated as of February 22, 2016) multiplied by 6.6638% divided by 365 or 366 days, as the case may be during such calendar year, from February 22, 2016. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.

- (5) Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PubCo II will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$66,348,575.18 (the fair market value (as defined) of the Common Units calculated as of February 22, 2016), plus any accrued and unpaid Class A preferred return. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo II. The Class B limited partner interests are subject to forfeiture.

- (6) These Common Units are owned directly by EPD PrivCo Unit I L.P., a Delaware limited partnership ("EPD PrivCo I"), established for the benefit of certain EPCO employees who are its Class B limited partners. EPCO Holdings is the sole Class A limited partner and EPCO is the general partner of EPD PrivCo I. The Common Units are beneficially owned by EPCO and EPCO Holdings to the extent of the interest of EPCO Holdings in these securities as a Class A limited partner in EPD PrivCo I. The Class A limited partner interest generally entitles the holder to a preferred return of \$26,018,763.58 (the fair market value (as defined) of the Common Units calculated as of February 22, 2016) multiplied by 6.6638% divided by 365 or 366 days, as the case may be during such calendar year, from February 22, 2016. Ms. Williams disclaims beneficial ownership of these Common Units, except to the extent of her pecuniary interest therein.

- (7) Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PrivCo I will be liquidated and expects to distribute to the Class A limited partner a total number of Common Units having a fair market value equal to \$26,018,763.58 (the fair market value (as defined) of the Common Units calculated as of February 22, 2016), plus any accrued and unpaid Class A preferred return. Any remaining Common Units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PrivCo I. The Class B limited partner interests are subject to forfeiture.

- (8) 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.

- (9) These Common Units are owned directly by 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.

- (10) 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.

- (11) These Common Units are owned directly by DFI GP Holdings, L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the general partner of DFI GP Holdings, and DDLLC and EPCO Holdings are limited partners of DFI GP Holdings. DFI Holdings is a direct wholly owned subsidiary of DDLLC. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by DFI GP Holdings, except to the extent of her pecuniary interest therein.

- (12) These Common Units are owned directly by The Randa Duncan Williams 2003 Family Trust (the "RDW Family Trust"). Ms. Williams does not serve as a trustee of the RDW Family Trust and therefore disclaims beneficial ownership of the Common Units owned directly by the RDW Family Trust.

- (13) These Common Units are owned directly by The Dannine Duncan Avara 2003 Family Trust (the "DDA Family Trust"), for which Ms. Williams serves as a trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the DDA Family Trust, except to the extent of her pecuniary interest therein.

- (14) These Common Units are owned directly by The Milane Duncan Frantz 2003 Family Trust (the "MDF Family Trust"), for which Ms. Williams serves as a trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the MDF Family Trust, except to the extent of her pecuniary interest therein.

- (15) These Common Units are owned directly by The Scott D. Duncan 2003 Family Trust (the "SDD Family Trust"), for which Ms. Williams serves as a trustee. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by the SDD Family Trust, except to the extent of her pecuniary interest therein.

- (16) 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.

(17)

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These Common Units are owned directly by Chaswil, Ltd., an affiliate of Ms. Williams' spouse. Ms. Williams disclaims beneficial ownership of the Common Units owned directly by Chaswil, Ltd., except to the extent of her pecuniary interest therein.

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

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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