

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4/A
 March 17, 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)
 1100 LOUISIANA STREET, SUITE 1000

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

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

(Street)
 HOUSTON, TX 77002

4. If Amendment, Date Original Filed (Month/Day/Year)
 03/04/2015

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

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Interests								
Common Units Representing Limited Partnership Interests	03/02/2015	P	1,498,055	A	\$ 34	2,373,055 <u>(1)</u>	I	By MDF Family Trust <u>(4)</u>
Common Units Representing Limited Partnership Interests	03/02/2015	P	1,498,055	A	\$ 34	2,373,055 <u>(1)</u>	I	By SDD Family Trust <u>(5)</u>
Common Units Representing Limited Partnership Interests						1,046,612 <u>(1)</u>	I	By EPCO <u>(6)</u>
Common Units Representing Limited Partnership Interests						15,679,258 <u>(1)</u>	I	By EPCO Holdings <u>(7)</u>
Common Units Representing Limited Partnership Interests						531,305,919 <u>(1)</u>	I	By DFI <u>(8)</u>
Common Units Representing Limited Partnership Interests						30,483,034 <u>(1)</u>	I	By EPCO Investments <u>(9)</u>
Common Units Representing Limited Partnership Interests						41,762 <u>(1)</u>	I	By DDLLC <u>(10)</u>
Common Units Representing Limited						81,688,412 <u>(1)</u>	I	By DFI GP Holdings <u>(11)</u>

Partnership
Interests

Common
Units
Representing
Limited
Partnership
Interests

326,000 ⁽¹⁾ I By A&W
Ltd. ⁽¹²⁾

Common
Units
Representing
Limited
Partnership
Interests

9,090 ⁽¹⁾ I By spouse

Common
Units
Representing
Limited
Partnership
Interests

4,040 ⁽¹⁾ I Jointly with
spouse ⁽¹³⁾

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)

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. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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

03/17/2015

**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.
- These common units are owned directly by The Randa Duncan Williams 2003 Family Trust (the "RDW Family Trust") and were
- (2) purchased in a private transaction from The Estate of Dan L. Duncan, Deceased (the "Estate"). 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.
- These common units are owned directly by The Dannine Duncan Avara 2003 Family Trust (the "DDA Family Trust"), for which Ms.
- (3) Williams serves as a trustee, and were purchased in a private transaction from the Estate. 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.
- These common units are owned directly by The Milane Duncan Frantz 2003 Family Trust (the "MDF Family Trust"), for which Ms.
- (4) Williams serves as a trustee, and were purchased in a private transaction from the Estate. 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.
- These common units are owned directly by The Scott D. Duncan 2003 Family Trust (the "SDD Family Trust"), for which Ms. Williams
- (5) serves as a trustee, and were purchased in a private transaction from the Estate. 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.
- These common units are owned directly by Enterprise Products Company ("EPCO"). Ms. Williams serves as one of three voting trustees
- (6) 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.
- These common units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), a direct wholly owned subsidiary of EPCO. Ms.
- (7) Williams disclaims beneficial ownership of the common units owned directly by EPCO Holdings, except to the extent of her pecuniary interest therein.
- These common units are owned directly by Duncan Family Interests, Inc. ("DFI"), a direct wholly owned subsidiary of EPCO Holdings.
- (8) Ms. Williams disclaims beneficial ownership of the common units owned directly by DFI, except to the extent of her pecuniary interest therein.
- These common units are owned directly by EPCO Investments, LLC ("EPCO Investments"), a direct wholly owned subsidiary of EPCO.
- (9) Ms. Williams disclaims beneficial ownership of the common units owned directly by EPCO Investments, except to the extent of her pecuniary interest therein.
- These common units are owned directly by Dan Duncan LLC ("DDLLC"), which directly owns 100% of the outstanding membership
- (10) 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.
- These common units are owned directly by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the
- (11) 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.
- (12) 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.
- (13) 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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