

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 February 24, 2016

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 *
 Bacon Graham W.

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)
 02/22/2016

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Executive Vice President

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Expiration Date | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) | | | | | | | |
|---|--|----------------------|-----------------|---|------------------|------------------|---------------------|------------|-----|------------------|-----------------|--------------|----------------------------|-----------------|
| | | | | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B limited partner interest in EPD PubCo I | | <u>(1)</u> | 02/22/2016 | <u>J</u> ⁽¹⁾ | 0 | <u>(1)</u> | <u>(2)</u> | <u>(2)</u> | | | | Common Units | <u>(1)</u> | \$ 0 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bacon Graham W. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | | | Executive Vice President | |

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Graham W. Bacon 02/24/2016

__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) The reporting person is an owner of a Class B limited partner interest in EPD PubCo Unit I L.P. ("EPD PubCo I"), a Delaware limited partnership established for the benefit of certain employees of Enterprise Products Company ("EPCO"). EPD PubCo I owns directly 2,723,052 common units representing limited partner interests in Enterprise Products Partners L.P. ("Common Units"). EPCO Holdings, Inc. ("EPCO Holdings"), a wholly owned subsidiary of EPCO, is the sole Class A limited partner and EPCO is the general partner of EPD PubCo I. The reporting person acquired the Class B limited partner interest in EPD PubCo I from a grant of such interest by EPCO, in its capacity as general partner of EPD PubCo I, in accordance with its limited partnership agreement.
- (2) 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 interest is subject to forfeiture.
- (3) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code J - Other acquisition or disposition (describe transaction)

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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