

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 05, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5Check 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 \*  
CUNNINGHAM RALPH S2. 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  
10003. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2014☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)(Street)  
HOUSTON, TX 770024. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Units Representing Limited Partnership Interests	02/03/2014		M <sup>(1)</sup>	60,000 A	\$ 22.06 145,500	D	
Common Units Representing Limited Partnership	02/03/2014		M <sup>(1)</sup>	60,000 A	\$ 24.92 205,500	D	

Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 4

Interests

Common  
Units

Representing Limited Partnership Interests	02/03/2014	F <sup>(2)</sup>	75,408	D	\$ 65.39	130,092	D
---	------------	------------------	--------	---	-------------	---------	---

Common  
Units

Representing Limited Partnership Interests						76,369	I	By Delph Holdings, LLC
---	--	--	--	--	--	--------	---	------------------------------

Common  
Units

Representing Limited Partnership Interests						23	I	By Purdey Management, LLC
---	--	--	--	--	--	----	---	---------------------------------

Common  
Units

Representing Limited Partnership Interests						305,506	I	By GeeGee Holdings, Ltd. <sup>(3)</sup>
---	--	--	--	--	--	---------	---	---

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title
Employee Unit	\$ 22.06	02/03/2014		M <sup>(1)</sup>	60,000	02/01/2014 12/31/2014	Common Units

Option-Right  
To Buy

Employee

Unit

Option-Right

To Buy

\$ 24.92

02/03/2014

M<sup>(1)</sup>

60,000

02/01/2014

12/31/2014

Common  
Units

60,

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
CUNNINGHAM RALPH S 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Ralph S.  
Cunningham

02/05/2014

        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 employee unit options that vested in 2013, first became exercisable on February 1, 2014 and terminate on December 31, 2014 (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 options described in Footnote 1 above.
  - (3) The reporting person disclaims beneficial ownership of common units held by GeeGee Holdings, Ltd., except to the extent of his pecuniary interest therein.
  - (4) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.