

BOURDON LYNN L III  
Form 4  
August 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
BOURDON LYNN L III

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)  
08/06/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

(Street)  
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 Following 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)	Price			
				Code	V	Amount		
Common Units Representing Limited Partnership Interests	08/06/2010		M <sup>(1)</sup>	3,541	A	\$ 0 <u>(1)</u>	96,775	D
Common Units Representing Limited Partnership Interests						300	I	By son

Interests

Common  
Units  
Representing  
Limited  
Partnership  
Interests

300 I By son

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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Class B Limited Partnership Interest in Enterprise Unit L.P.	<u>(1)</u>	08/06/2010		<u>M</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	<u>(1)</u>	<u>(1)</u>	Common Units	<u>(1)</u>	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOURDON LYNN L III 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002			Senior Vice President	

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Lynn L.  
Bourdon,III

08/09/2010

\_\_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).

- On August 6, 2010, Enterprise Unit L.P. ("Enterprise Unit") was liquidated in accordance with its agreement of limited partnership. Upon Enterprise Unit's liquidation, the reporting person's Class B limited partner interest in Enterprise Unit automatically converted into the right to receive 3,541 common units representing limited partnership interests in Enterprise Products Partners L.P. ("Common Units"), based on the reporting person's percentage share of Class B limited partner interest in Enterprise Unit immediately prior to the liquidation. After giving effect to the distributions related to the liquidation of Enterprise Unit, the reporting person no longer has any interest in Enterprise Unit.
- (1)
  - (2) 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

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.