

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 *
 KNESEK MICHAEL J

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, PAO, & Controller

(Last) (First) (Middle)
 1100 LOUISIANA STREET, SUITE 1000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2016

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.

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	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		(1) 02/22/2016	J	(1)	0	(1)	(2)	(2)	Common Units	(1) \$ 0 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNESEK MICHAEL J 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002			SVP, PAO, & Controller	

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Michael J. Knesek 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.

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. /p>

(3) Approval of the Employee Stock Purchase Plan; and

(4) Ratification of Crowe Horwath LLP as the independent registered public accounting firm for the year ending December 31, 2018.

The final number of votes cast with respect to each matter is set out below:

(1) Election of Directors:

Nominee	Votes For	Votes	
		Withheld	Broker Non Votes
Craig A. Greenberg	35,365,058	568,633	2,612,501
Michael T. Rust	35,541,407	392,284	2,612,501
R. Wayne Stratton	35,535,266	398,425	2,612,501
Susan Stout Tamme	35,583,106	350,585	2,612,501
A. Scott Trager	35,738,348	195,343	2,612,501
Steven E. Trager	35,398,949	534,741	2,612,501
Mark A. Vogt	35,425,363	508,328	2,612,501

(2) Approval of the Amended and Restated Non-Employee Director and Key Employee Deferred Compensation Plan:

For	33,939,091
Against	1,909,610
Abstain	84,989
Broker Non Vote	2,612,501

(3) Approval of the Employee Stock Purchase Plan:

For	35,838,437
Against	31,948
Abstain	63,306
Broker Non Vote	2,612,501

Explanation of Responses:

(4) Ratification of Crowe Horwath LLP as the independent registered public accounting firm for the year ending December 31, 2018:

For	38,430,609
Against	107,546
Abstain	8,037
Broker Non Vote	-

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Republic Bancorp, Inc.
(Registrant)

Date: April 20, 2018 By: /s/ Kevin Sipes
Executive Vice President, Chief Financial Officer & Chief Accounting Officer

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