

Duncan Energy Partners L.P.
Form 4
September 09, 2011

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... 0.5

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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

(Last) (First) (Middle)

1100 LOUISIANA STREET, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Duncan Energy Partners L.P. [DEP]

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

09/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Units Representing Limited Partnership Interests	09/07/2011		J ⁽¹⁾		33,783,587	D	\$ 0 (1) 0	I	By GTM (2) (3)
Common Units Representing Limited Partnership Interests	09/07/2011		J ⁽¹⁾		99,453	D	\$ 0 (1) 0	I	By EPCO Holdings (4)

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Common Units Representing Limited Partnership Interests	09/07/2011	J ⁽¹⁾	4,500	D	\$ 0 (1)	0	I	By spouse ⁽⁵⁾
Common Units Representing Limited Partnership Interests	09/07/2011	J ⁽¹⁾	2,000	D	\$ 0 (1)	0	I	Jointly with spouse ⁽⁶⁾
Common Units Representing Limited Partnership Interests	09/07/2011	J ⁽¹⁾	50,000	D	\$ 0 (1)	0	I	By A&W Ltd. ⁽⁷⁾
Common Units Representing Limited Partnership Interests	09/07/2011	J ⁽¹⁾	382,500	D	\$ 0 (1)	0	I	By Estate ⁽⁸⁾
Common Units Representing Limited Partnership Interests	09/07/2011	J ⁽¹⁾	103,100	D	\$ 0 (1)	0	I	By DD Securities ⁽⁹⁾ ⁽¹⁰⁾

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,	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. Nu
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4, and 5)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RANDA DUNCAN 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise GTM Holdings L.P. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
ENTERPRISE PRODUCTS PARTNERS L P 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise Products Holdings LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise GTMGP, LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise Products GTM, LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise Products Operating LLC 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		
Enterprise Products OLPGP, Inc. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002		X		

Signatures

/s/Stephanie C. Hildebrandt, Attorney-in-Fact on behalf of Randa Duncan Williams; Senior Vice President of other reporting persons (or their respective managing entities)

09/09/2011

__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) Disposed of pursuant to the Agreement and Plan of Merger dated as of April 28, 2011, by and among Enterprise Products Partners L.P. ("EPD"), Enterprise Products Holdings LLC, EPD MergerCo LLC, Duncan Energy Partners L.P., and DEP Holdings, LLC (the "MLP Merger Agreement") in exchange for the merger consideration described therein.

These common units are owned directly by Enterprise GTM Holdings LP ("GTM"). Enterprise Products Operating LLC ("EPO") owns a 99% limited partner interest in GTM and Enterprise GTMGP, LLC ("GTMGP") owns a 1% general partner interest. GTMGP is a wholly-owned subsidiary of Enterprise Products GTM, LLC ("GTM LLC"), which is a wholly-owned subsidiary of EPO. EPO is an indirect wholly-owned subsidiary of Enterprise Products Partners LP ("EPD") (including by means of (i) a 0.001% membership interest held directly by Enterprise Products OLPGP, Inc. ("OLPGP"), a wholly owned subsidiary of EPD, and (ii) a 99.999% membership interest held directly by EPD). The general partner of EPD is Enterprise Products Holdings LLC ("EPD GP"), which is a wholly-owned subsidiary of Dan Duncan LLC ("Duncan LLC"). The Estate (as defined in Footnote 8 below) owns a beneficial interest in all of the member interests of Duncan LLC. The Estate, Duncan LLC and other
 - (2) (continued from footnote 2) affiliates of the Estate also collectively own approximately 38.7% of the outstanding units of EPD as of September 7, 2011 (after giving effect to the merger described above).
 - (3) These common units are owned directly by EPCO Holdings, Inc. ("EPCO Holdings"), an indirect, wholly-owned subsidiary of Enterprise Products Company ("EPCO"). The Estate owns beneficial interest of 50.427% of the voting stock of EPCO.
 - (4) These common units are owned by Ms. Williams' spouse.
 - (5) These common units are jointly owned by Ms. Williams and her spouse.
 - (6) These common units are owned directly by the Alkek and Williams, Ltd. ("A&W Ltd."), an affiliate of Ms. Williams.
 - (7) These common units are owned directly by the Estate of Dan L. Duncan, Deceased (the "Estate"). Ms. Williams is a beneficiary of the Estate and was appointed co-executor of the Estate on April 27, 2010. Ms. Williams disclaims any ownership of these securities, except to the extent of her pecuniary interest.
 - (8) These common units are owned directly by DD Securities LLC ("DD Securities"). DD Securities is a wholly-owned subsidiary of the Estate. Ms. Williams is a beneficiary of the Estate and was appointed a co-executor of the Estate on April 27, 2010. Ms. Williams disclaims any ownership of these securities, except to the extent of her pecuniary interest.
 - (9) The Power of Attorney under which this form was signed is on file with the Commission.
 - (10)

Remarks:

Transaction Code J - Other acquisition or disposition (see Footnote (1))

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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