

FOWLER W RANDALL
Form 4
January 22, 2013

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 *
FOWLER W RANDALL

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)
06/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief Financial Officer

(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 Indirect Beneficial Ownership (Instr. 4)
Common Units Representing Limited Partnership Interests	06/12/2012		G ⁽¹⁾	V 250,000 D \$ 0	297,842	D	
Common Units Representing Limited Partnership Interests	06/12/2012		G ⁽¹⁾	V 249,962.5 A \$ 0	250,000 ⁽¹⁾	I	By TSP

Interests

Common
Units

Representing 09/26/2012 G V 179,962.5 D \$ 0 250,000 ⁽²⁾ I By TSP
Limited Partnership Interests

Common
Units

Representing 11/27/2012 G V 45,000 D \$ 0 250,000 ⁽³⁾ I By TSP
Limited Partnership Interests ⁽⁴⁾

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.

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(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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOWLER W RANDALL 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X		EVP & Chief Financial Officer	

Signatures

/s/ Wendi S. Bickett, Attorney-in-Fact on behalf of W. Randall
Fowler

01/22/2013

__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 transferred these Issuer common units to Three Streams Partners, LP, a limited partnership ("TSP"). The reporting person and his spouse each own 50% of the outstanding membership interests of Three Streams Management, LLC, the 0.100% general partner of TSP. The initial limited partner ownership of TSP consisted of (i) a 99.885% interest held by the reporting person and his spouse and (ii) three 0.005% interests, held by three separate family trusts.

(2) Represents separate gifts of limited partner interests in TSP to three separate family trusts. Each gift represented a 23.995% limited partner interest in TSP. The reporting person disclaims beneficial ownership of Issuer common units held by TSP except to the extent of his pecuniary interest therein.

(3) Represents separate gifts of limited partner interests in TSP to three separate family trusts. Each gift represented a 6.000% limited partner interest in TSP. The reporting person disclaims beneficial ownership of Issuer common units held by TSP 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 G - bona fide gift

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.