## Edgar Filing: Enterprise GP Holdings L.P. - Form 4

Enterprise GP Holings L.P. Form 4 August 07, 2006 FORM 4 Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction 1(b).							
(Print or Type Resp	oonses)						
1. Name and Addr Smith Edwin E	ess of Reporting Pers	Symbol	ame <b>and</b> Ticker or Trading e GP Holdings L.P. [EPE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) SUITE 1800, 1 STREET	(First) (Midd 100 LOUISIAN	(Month/Day		Officer (give title Other (specify below) below)			
HOUSTON, T	(Street)	4. If Amend Filed(Month/	ment, Date Original /Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State) (Zip	)		Person			
		Table I	- Non-Derivative Securities Ac			•	
Units	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) ) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Pr	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)	
Representing Limited Partnership Interests				20,800	D		

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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 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
UAR	\$ 35.71	08/03/2006		А	10,000 (1)	08/03/2011	08/03/2011	Units	10,000 (1)	9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0	Director	10% Owner	Officer	Other		
Smith Edwin E SUITE 1800 1100 LOUISIANA STREET HOUSTON, TX 77002	Х					
Signatures						
Richard H. Bachmann, Attorne	y-in-Fact	on behalf of	Edwin	E.	08/07/	2006

\*\*Signature of Reporting Person

## **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).

The Unit Appreciation Rights ("UAR") entitle the reporting person to receive on August 3, 2011 an amount equal to the excess, if any, of

- (1) the Fair Market Value of a Unit over the Grant Price per Unit in Units or cash at the discretion of the Committee. The UARs are subject to forfeiture.
- (2) The power of attorney under which this form was signed is on file with the Commission.

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.

Smith

08/0//2006

Date