

ENTERPRISE PRODUCTS PARTNERS L P
 Form 3
 April 13, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Weitzel Harry		(Month/Day/Year)	ENTERPRISE PRODUCTS PARTNERS L P [EPD]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1100 LOUISIANA STREET,Â SUITE 1000		04/05/2016	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
HOUSTON,Â TXÂ 77002			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			SVP, General Counsel & Sec	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	3,764	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Units	Â (1)	Â (1)	Common Units	16,500	\$ (2)	D	Â
Phantom Units	Â (3)	Â (3)	Common Units	32,500	\$ (2)	D	Â
Class B limited partner interest in EPD PubCo II	Â (4)(5)	Â (4)(5)	Common Units	(5)	\$ 0 (5)	D (6)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weitzel Harry 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â	Â	Â SVP, General Counsel & Sec	Â

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Harry P. Weitzel

04/13/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These phantom units vest in three remaining equal annual installments beginning January 5, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of Enterprise Products Partners L.P. ("EPD") common units.
- (2) Each phantom unit is the economic equivalent of one EPD common unit.
- (3) These phantom units vest in four equal annual installments beginning on February 16, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

The reporting person is an owner of a Class B limited partner interest in EPD PubCo Unit II L.P. ("EPD PubCo II"), a Delaware limited partnership established for the benefit of certain employees of Enterprise Products Company ("EPCO"). EPD PubCo II owns directly

- (4) 2,834,198 common units. EPCO Holdings, Inc. ("EPCO Holdings") is the sole Class A limited partner and EPCO is the general partner of EPD PubCo II. The reporting person acquired the Class B limited partner interest in EPD PubCo II from a grant of such interest by EPCO, in its capacity as general partner of EPD PubCo II, in accordance with its limited partnership agreement.

- (5) Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PubCo II 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 \$66,348,575.18, 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 II. The Class B limited partner interest is subject to forfeiture.
- (6) The power of attorney under which this form was signed is attached.

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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