

Enterprise GP Holdings L.P.

Form 8-K

October 16, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): October 12, 2006
ENTERPRISE GP HOLDINGS L.P.
(Exact name of registrant as specified in its charter)**

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-32610
(Commission File Number)

13-4297064
(I.R.S. Employer
Identification No.)

1100 Louisiana, 10th Floor, Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

(713) 381-6500

Registrant's Telephone Number, including Area Code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On October 12, 2006, we elected two new directors, Charles M. Rampacek and Rex Ross, to serve on the Enterprise Products GP, LLC board of directors to replace Stephen L. Baum and Philip C. Jackson, who resigned on October 10, 2006 and October 12, 2006, respectively.

We own Enterprise Products GP, LLC, which is the general partner of Enterprise Products Partners L.P. Enterprise Products Partners L.P. issued a press release dated October 16, 2006 regarding the director changes discussed above. A copy of the press release is furnished herewith by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by Enterprise Products Partners L.P. on October 16, 2006.

The information in this Item 7.01 and in the press release attached as Exhibit 99.1 is furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Exhibit

99.1 Press release issued on October 16, 2006 (furnished herewith by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by Enterprise Products Partners L.P. on October 16, 2006).

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.

ENTERPRISE GP HOLDINGS L.P.

By: EPE Holdings, LLC,
its General Partner

Date: October 16, 2006

By: /s/ Michael J. Knesek
Name: Michael J. Knesek
Title: Senior Vice President, Controller and
Principal Accounting Officer of EPE
Holdings, LLC