

Duncan Energy Partners L.P.
Form 4
February 07, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENTERPRISE PRODUCTS

PARTNERS L P

(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)

02/05/2007

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)
X Form filed by One Reporting Person
____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units Representing Limited Partnership Interests	02/05/2007		J		7,301,571	A	<u>11</u>	7,301,571	I	By EPOLP <u>(2)</u>
Common Units Representing Limited Partnership Interests	02/05/2007		<u>M</u> ⁽¹⁾		1,950,000	D	\$ 19.74 <u>(1)</u>	5,351,571	I	By EPOLP <u>(2)</u>

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

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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 Security (Instr. 3 and 4)
Option to Purchase in connection with IPO	\$ 19.74	02/05/2007	02/05/2007	J ⁽¹⁾	1,950,000	02/05/2007 03/01/2007	Common Units 1,9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENTERPRISE PRODUCTS PARTNERS L P
1100 LOUISIANA STREET; SUITE 1000
HOUSTON, TX 77002

X

Signatures

William L. Soula, Assistant Secretary for Enterprise Products GP, LLC, general partner

02/07/2007

__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).

On February 5, 2007, in conjunction with the Issuer's initial public offering (the "IPO"), Enterprise Products Operating L.P. ("EPOLP"), a wholly owned subsidiary of Enterprise Products Partners L.P., contributed certain assets to the Issuer in exchange for 7,301,571 common units representing limited partnership interests of the Issuer. In conjunction with the issuance of these common units, EPOLP gave the

(1) issuer an option to buy up to 1,950,000 common units at a price per unit equal to the net proceeds per unit of the issuer, after discounts and commissions, in the IPO, if the underwriters exercised their option to purchase additional common units. On February 5, 2007, in conjunction with the IPO, the net proceeds from the exercise of the underwriters' option to purchase additional common units were used to redeem 1,950,000 common units at a price of \$19.74 per common unit.

(2) The reporting person does not beneficially own any securities of the Issuer whether directly or indirectly.

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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