

Enterprise GP Holdings L.P.

Form 4

August 04, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EPCO, Inc.

(Last) (First) (Middle)

2707 NORTH LOOP WEST,

(Street)

HOUSTON, TX 77008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Enterprise GP Holdings L.P. [EPE]

3. Date of Earliest Transaction
(Month/Day/Year)

08/02/2006

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 ____X__ Other (specify
below) below)

General Partner of EPE Unit LP

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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)
Units Representing Limited Partnership Interests	08/02/2006		P	8,300 A	\$ 35.541 136,600	I ⁽¹⁾	By EPCO
Units Representing Limited Partnership Interests					71,119,631	I ⁽²⁾	By DFI
Units Representing					243,071	I ⁽³⁾	By 2000 Trust

Limited
Partnership
Interests

Units
Representing
Limited
Partnership
Interests

1,821,428 I ⁽⁴⁾

By EPE
Unit

Units
Representing
Limited
Partnership
Interests

3,726,273 I ⁽⁵⁾

By
Duncan
LLC

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.

SEC 1474
(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 Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Class B
Ltd Ptner
Interests
in EPE
Unit
L.P.-Obl
to Delive
⁽⁶⁾

\$ 28

08/23/2010 08/23/2010 Units 1,821,428
⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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

Director 10% Owner Officer Other

EPCO, Inc.
2707 NORTH LOOP WEST
HOUSTON, TX 77008

X

General Partner of EPE Unit LP

DUNCAN DAN L
SUITE 1800
1100 LOUISIANA STREET
HOUSTON, TX 77002

X

X

Chairman Officer & Dir. of Subsidiary

Signatures

William L. Soula, Attorney in Fact for Dan L. Duncan and Assistant Secretary of EPCO, Inc.

08/04/2006

__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) These Units are owned by EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- (2) These Units are owned by Duncan Family Interests, Inc. ("DFI"), an indirect, wholly-owned subsidiary of EPCO.
- (3) These Units are owned by the Duncan Family 2000 Trust (the "2000 Trust") of which EPCO is the grantor.
- (4) These Units are owned by EPE Unit, a limited partnership established for the benefit of certain EPCO employees who are its Class B limited partners. DFI is the sole Class A limited partner and EPCO is the general partner of EPE Unit.
- (5) These Units are owned by Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
- EPE Unit owns 1,821,428 Units (reported in Table I). On August 23, 2010, EPE Unit will be liquidated and will distribute to the Class B
- (6) Limited Partners a total number of Units equal to approximately 1,821,428 minus the quotient of \$51,000,000 divided by the market price (as defined) of the Units on August 23, 2010. The remaining Units will be distributed to DFI as the Class A Limited Partner.
- (7) 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.