

CUNNINGHAM RALPH S

Form 4

February 06, 2013

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 *
CUNNINGHAM RALPH S

2. Issuer Name **and** Ticker or Trading
Symbol
ENTERPRISE PRODUCTS
PARTNERS L P [EPD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 LOUISIANA STREET, SUITE
1000

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
HOUSTON, TX 77002

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partnership Interests	02/04/2013		M ⁽¹⁾		60,000	A	\$ 30.93
Common Units Representing Limited Partnership	02/04/2013		F ⁽²⁾		44,458	D	\$ 55.99

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Interests

Common
Units

Representing
Limited
Partnership
Interests

23

I

By Purdey
Management,
LLC

Common
Units

Representing
Limited
Partnership
Interests

305,506

I

By GeeGee
Holdings, Ltd.
(3)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Securities
Employee Unit Option-Right To Buy	\$ 30.93	02/04/2013		M(1)	60,000	02/01/2013 12/31/2013	Common Units	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CUNNINGHAM RALPH S 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Ralph S.
Cunningham

02/06/2013

__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) Represents the exercise of an employee unit option that vested in 2012, first became exercisable on February 1, 2013 and terminates on December 31, 2013 (to the extent not previously exercised). In accordance with the terms and conditions applicable to such awards, employee unit options granted by the issuer may only be exercised at certain times during the calendar year (typically the months of February, May, August and November).
 - (2) Represents the payment (by delivering or withholding common units) of the exercise price and/or tax liability incident to the exercise of the employee unit option described in Footnote 1 above.
 - (3) The reporting person disclaims beneficial ownership of common units held by GeeGee Holdings, Ltd., except to the extent of his pecuniary interest therein.
 - (4) The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Transaction Code M - Exercise or conversion of derivative security exempted pursuant to Rule 16b-3; Transaction Code F - Pa

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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