

ENTERPRISE PRODUCTS PARTNERS L P  
Form 4  
February 05, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TEAGUE AJ

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)  
03/21/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Operating Officer

(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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  |                                | (A) or (D)  | Price   |  |  |
|   |                                      |  |                                | Code  | V   | Amount   |  |
| Common Units Representing Limited Partnership Interests | 03/21/2013                           |  | G                              | V   | 5,258   | D  | \$ 0 656,409 <sup>(1)</sup> D              |
| Common Units Representing Limited Partnership           | 02/03/2014                           |  | M <sup>(2)</sup>               |   | 60,000  | A  | \$ 716,409 22.06 D                         |

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Interests

Common  
Units

Representing  
Limited  
Partnership  
Interests

|            |  |                         |        |   |          |         |   |  |
|------------|--|-------------------------|--------|---|----------|---------|---|--|
| 02/03/2014 |  | <u>M</u> <sup>(2)</sup> | 60,000 | A | \$ 24.92 | 776,409 | D |  |
|------------|--|-------------------------|--------|---|----------|---------|---|--|

Common  
Units

Representing  
Limited  
Partnership  
Interests

|            |  |                         |        |   |          |         |   |  |
|------------|--|-------------------------|--------|---|----------|---------|---|--|
| 02/03/2014 |  | <u>F</u> <sup>(3)</sup> | 75,400 | D | \$ 65.39 | 701,009 | D |  |
|------------|--|-------------------------|--------|---|----------|---------|---|--|

Common  
Units

Representing  
Limited  
Partnership  
Interests

|            |  |   |   |       |   |      |         |   |           |
|------------|--|---|---|-------|---|------|---------|---|-----------|
| 03/21/2013 |  | G | V | 5,258 | A | \$ 0 | 194,767 | I | By Spouse |
|------------|--|---|---|-------|---|------|---------|---|-----------|

Common  
Units

Representing  
Limited  
Partnership  
Interests

|  |  |  |  |  |  |        |  |   |          |
|--|--|--|--|--|--|--------|--|---|----------|
|  |  |  |  |  |  | 26,500 |  | I | By Trust |
|--|--|--|--|--|--|--------|--|---|----------|

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Unit                              | \$ 22.06   | 02/03/2014                           |  | <u>M</u> <sup>(2)</sup>        | 60,000  | 02/01/2014   | 12/31/2014  | Common Units                  | 60,000                     |

Option-Right  
To Buy

Employee

Unit

Option-Right

To Buy

\$ 24.92

02/03/2014

M<sup>(2)</sup>

60,000

02/01/2014

12/31/2014

Common  
Units

60,

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| TEAGUE AJ<br>1100 LOUISIANA STREET<br>SUITE 1000<br>HOUSTON, TX 77002 | X             |           | Chief Operating Officer |       |

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of A. James  
Teague

02/05/2014

\*\*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) Includes Common Units acquired in the issuer's Employee Unit Purchase Plan. Also gives effect to (i) a transaction that took place on May 6, 2013 that was reported on a Form 4 filed on behalf of the reporting person on May 8, 2013 and (ii) a transaction that took place on May 21, 2013 that was reported on a Form 4 filed on behalf of the reporting person on May 22, 2013.
  - (2) Represents the exercise of employee unit options that vested in 2013, first became exercisable on February 1, 2014 and terminate on December 31, 2014 (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).
  - (3) 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 options described in Footnote 2 above.
  - (4) The power of attorney under which this form was signed is on file with the Commission.

### Remarks:

Transaction Code G - Bona fide gift; Transaction Code M - Exercise or conversion of derivative security exempted pursuant to

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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