

ENTERPRISE PRODUCTS PARTNERS L P
 Form 3
 February 16, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Secret Brent B. (Last) (First) (Middle) 1100 LOUISIANA STREET, Â SUITE 1000 (Street) HOUSTON, Â TX Â 77002 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/16/2017 | 3. Issuer Name and Ticker or Trading Symbol ENTERPRISE PRODUCTS PARTNERS L P [EPD] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Units Representing Limited Partnership Interests | 20,029 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Phantom Units | Â (1) | Â (1) | Common Units | 6,500 | \$ (2) | D | Â |
| Phantom Units | Â (3) | Â (3) | Common Units | 7,500 | \$ (2) | D | Â |
| Phantom Units | Â (4) | Â (4) | Common Units | 12,500 | \$ (2) | D | Â |
| Class B limited partner interest in EPD PubCo II | Â (5)(6) | Â (5)(6) | Common Units | 0 (6) | \$ 0 (6) | D (7) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Secret Brent B. 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Brent B.
Secret

02/16/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

These phantom units vest in two remaining equal annual installments beginning on February 19, 2017. Each remaining annual installment

(1) will expire upon vesting and settlement thereof in exchange for an equal number of Enterprise Products Partners L.P. ("EPD") common units.

(2) Each phantom unit is the economic equivalent of one EPD common unit.

(3) These phantom units vest in three remaining equal annual installments beginning on February 18, 2017. Each remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(4) These phantom units vest in four equal annual installments beginning on February 16, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.

(5) The reporting person is an owner of a Class B limited partner interest in EPD PubCo Unit II L.P. ("EPD PubCo II"), a Delaware limited partnership established for the benefit of certain employees of Enterprise Products Company ("EPCO"). EPD PubCo II owns directly 2,834,198 EPD common units. EPCO Holdings, Inc. ("EPCO Holdings"), a wholly owned subsidiary of EPCO, is the sole Class A limited partner and EPCO is the general partner of EPD PubCo II. The reporting person acquired the Class B limited partner interest in EPD PubCo II from a grant of such interest by EPCO, in its capacity as general partner of EPD PubCo II, in accordance with its limited partnership agreement.

(6) Within 30 days after February 22, 2021 (or an earlier vesting date), EPD PubCo II will be liquidated and expects to distribute to the Class A limited partner a total number of EPD common units having a fair market value equal to the Class A limited partner's capital base. Any remaining EPD common units will be either distributed to the Class B limited partners in kind, or sold with the resulting proceeds distributed, pro rata relative to their share in EPD PubCo II. The Class B limited partner interest is subject to forfeiture.

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(7) The power of attorney under which this form was signed is attached.

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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