

ENTERPRISE PRODUCTS PARTNERS L P

Form 3

April 13, 2016

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 Weitzel Harry

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/05/2016

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

ENTERPRISE PRODUCTS PARTNERS L P [EPD]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

SVP, General Counsel & Sec

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X Form filed by One Reporting

Person

☐ Form filed by More than One
Reporting Person1100 LOUISIANA
STREET,Â SUITE 1000

(Street)

HOUSTON,Â TXÂ 77002

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

3,764

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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. 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	16,500	\$ (2)	D	Â
Phantom Units	Â (3)	Â (3)	Common Units	32,500	\$ (2)	D	Â
Class B limited partner interest in EPD PubCo II	Â (4)(5)	Â (4)(5)	Common Units	(5)	\$ 0 (5)	D (6)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weitzel Harry 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â	Â	Â SVP, General Counsel & Sec	Â

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Harry P.
Weitzel

04/13/2016

__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).

- (1) These phantom units vest in three remaining equal annual installments beginning January 5, 2017. Each annual installment 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 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.

- (4) 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 common units. EPCO Holdings, Inc. ("EPCO Holdings") 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.

- (5) 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 common units having a fair market value equal to \$66,348,575.18, plus any accrued and unpaid Class A preferred return. Any remaining 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.
- (6) 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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