

ENTERPRISE PRODUCTS PARTNERS L P  
 Form 3  
 March 05, 2015

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Cardillo Gerald R.                      |         | (Month/Day/Year)                     | ENTERPRISE PRODUCTS PARTNERS L P [EPD]                                     |  |
| (Last)                                    | (First) | (Middle)                             | 02/23/2015   |  |
| 1100 LOUISIANA STREET,Â SUITE 1000        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| HOUSTON,Â TXÂ 77002                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Group Senior Vice President  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Units Representing Limited Partnership Interests | 175,473  | D   | Â  |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 | 22,500                     | \$ (2)   | D                                     | Â |
| Phantom Units | Â (3)            | Â (3)           | Common Units | 25,000                     | \$ (2)   | D                                     | Â |
| Phantom Units | Â (4)            | Â (4)           | Common Units | 22,500                     | \$ (2)   | D (5)                                 | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Cardillo Gerald R.<br>1100 LOUISIANA STREET<br>SUITE 1000<br>HOUSTON, TX 77002 | Â             | Â         | Â Group Senior Vice President | Â     |

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Gerald R. Cardillo

03/05/2015

\_\_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 on February 19, 2016. Each remaining 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 on February 19, 2017. The units 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 18, 2016. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
  - (5) 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. 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.