

ENTERPRISE PRODUCTS PARTNERS L P  
 Form 4  
 February 23, 2016

**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 \*  
**FOWLER W RANDALL**

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2016

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

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	02/19/2016		M		22,500	A	(\$1) 775,193
Common Units Representing Limited Partnership Interests	02/19/2016		F		19,927	D	\$ 22.33 755,266

Interests

Common  
Units

Representing 02/21/2016 F 10,488 D \$ 23.41 744,778 D

Limited  
Partnership  
Interests

Common  
Units

Representing 500,000 I

Limited  
Partnership  
Interests

By Three  
Streams  
Partners,  
LP <sup>(2)</sup>

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.**

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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 of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	<u>(1)</u>	02/19/2016		M	22,500	<u>(3)</u>	<u>(3)</u>	Common Units	22,500
Phantom Units	<u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Units	60,000
Phantom Units	<u>(1)</u>					<u>(5)</u>	<u>(5)</u>	Common Units	124,950

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOWLER W RANDALL 1100 LOUISIANA STREET	X		President	

SUITE 1000  
HOUSTON, TX 77002

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of W. Randall  
Fowler

02/23/2016

\_\_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) Each phantom unit is the economic equivalent of one Enterprise Products Partners L.P. ("EPD") common unit.
- (2) The reporting person disclaims beneficial ownership of EPD common units held by Three Streams Partners, LP except to the extent of his pecuniary interest therein.
- (3) These phantom units vest in three remaining equal annual installments beginning on February 19, 2016. Each 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 three remaining equal annual installments beginning on February 18, 2017. Each annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (5) 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.
- (6) 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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