

ENTERPRISE PRODUCTS PARTNERS L P

Form 3/A

September 06, 2016

**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 Hanson Michael W

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/31/2016

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)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

VP &amp; Principal Acctg Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

09/06/2016

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ X Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

1100 LOUISIANA STREET,Â SUITE 1000

(Street)

HOUSTON,Â TXÂ 77002

(City)

(State)

(Zip)

**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

74,909

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	5,500	\$ (2)	D	Â
Phantom Units	Â (3)	Â (3)	Common Units	7,852	\$ (2)	D	Â
Phantom Units	Â (4)	Â (4)	Common Units	13,700	\$ (2)	D	Â
Class B limited partner interest in EPD PubCo I	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
Hanson Michael W 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â	Â	Â VP & Principal Acctg Officer	Â

## Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Michael W.  
Hanson

09/06/2016

\_\_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).

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 I L.P. ("EPD PubCo I"), a Delaware limited partnership established for the benefit of certain employees of Enterprise Products Company ("EPCO"). EPD PubCo I owns directly 2,723,052 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 I. The reporting person acquired the Class B limited partner interest in EPD PubCo I from a grant of such interest by EPCO, in its capacity as general partner of EPD PubCo I, in accordance with its limited partnership agreement.

(6) Within 30 days after February 22, 2020 (or an earlier vesting date), EPD PubCo I 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 \$63,746,647.32, 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 I. 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 on file with the Commission.

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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