

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 February 22, 2017

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 *
 TEAGUE AJ

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2017

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

(Street)
 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 Indirect Beneficial Ownership (Instr. 4)
Common Units Representing Limited Partnership Interests	02/18/2017		M	30,175	A <u>(1)</u> 1,469,346	D	
Common Units Representing Limited Partnership Interests	02/18/2017		F	12,659	D \$ 28.77 1,456,687	D	

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Interests

Common
Units

Representing
Limited
Partnership
Interests

02/19/2017	M	35,500	A	Ⓐ	1,492,187	D
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Common
Units

Representing
Limited
Partnership
Interests

02/19/2017	F	14,893	D	\$ 28.77	1,477,294	D
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Common
Units

Representing
Limited
Partnership
Interests

02/19/2017	F	15,144	D	\$ 28.77	1,462,150	D
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Common
Units

Representing
Limited
Partnership
Interests

					53,000	I	By Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. I. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Units	Ⓐ	02/19/2017		M	35,500	Ⓐ	Ⓐ	Common Units	35,500
	Ⓐ	02/18/2017		M	30,175	Ⓑ	Ⓑ		30,175

Phantom Units				Common Units	
Phantom Units	(1)	(4)	(4)	Common Units	120,750
Phantom Units	(1)	(5)	(5)	Common Units	140,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEAGUE AJ 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	X		Chief Executive Officer	

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of A. James Teague 02/22/2017

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) These phantom units vest in two remaining equal annual installments beginning on February 19, 2017. Each remaining annual installment will expire upon vesting and settlement thereof in exchange for an equal number of EPD common units.
- (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 three remaining equal annual installments beginning on February 16, 2018. Each remaining 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, 2018. 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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