

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 21, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hanson Michael W

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)
02/16/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP & Principal Acctg Officer

(Street)
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Units Representing Limited Partnership Interests	02/16/2017		M	3,425 A	81,562	D	
Common Units Representing Limited Partnership	02/16/2017		F	933 D \$ 28.87	80,629	D	

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Interests

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Phantom Units	(1)					(2) (2)	Common Units	5,500
Phantom Units	(1)					(3) (3)	Common Units	7,852
Phantom Units	(1)	02/16/2017		M	3,425	(4) (4)	Common Units	3,425
Phantom Units	(1)	02/16/2017		A	14,000	(5) (5)	Common Units	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hanson Michael W 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	VP & Principal Acctg Officer

Signatures

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

02/21/2017

**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 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) 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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