Bulawa Bryan F. Form 3/A August 10, 2010

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, response... 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 *

Bulawa Bryan F.

(Last)

(First)

(Middle)

(Month/Day/Year)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Enterprise GP Holdings L.P. [EPE]

1100 LOUISIANA

STREET, Â SUITE 1000

(Street)

Statement

10/27/2009

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

11/06/2009

(Check all applicable)

SVP & Treasurer

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

HOUSTON, TXÂ 77002

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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 (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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

(Instr. 5)

Class B Limited Partnership
Interest in Enterprise Unit

 \hat{A} (1)(2)

(2)

Units

0 (2) \$ 0

 $D^{(3)}$ Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Bulawa Bryan F.

1100 LOUISIANA STREET SUITE 1000 HOUSTON, TXÂ 77002

Â

Â SVP & Treasurer Â

Signatures

/s/Wendi S. Bickett, Attorney-in-Fact on behalf of Bryan F. Bulawa

08/10/2010

**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).

The reporting person is an owner of a Class B limited partner interest in Enterprise Unit L.P. ("Enterprise Unit"). Enterprise Unit owns directly 881,836 Units of Enterprise GP Holdings L.P. ("EPE"). Enterprise Unit is a Delaware limited partnership established for the

- (1) benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. EPCO Holdings, Inc. ("EPCO Holdings") is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit. The reporting person acquired these Class B limited partner interests in Enterprise Unit from a grant of such interests by EPCO, in its capacity as general partner of Enterprise Unit.
 - Unless extended, within 30 days of February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and will distribute to the Class B limited partners a total number of Units equal to: (1) (a) the aggregate fair market value (as defined) of the Units acquired by
- Enterprise Unit (calculated as of the Vesting Date), minus (b) the sum of (i) the aggregate contributions of cash or cash equivalents made by the Class A limited partner with respect to such Units plus (ii) any undistributed preferred return, divided by (2) the fair market value per Unit calculated as of the Vesting Date. The remaining Units will be distributed to EPCO Holdings as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.
- (3) 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.

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