Energy Transfer Equity, L.P.
Form 4
October 27, 2011

(Print or Type Responses)



Common

| Units <br> Representing <br> Limited <br> Partnership <br> Interests | 10/27/2011 | S | 72,194 | D | $\begin{aligned} & \$ \\ & 38.7505 \\ & \text { (5) } \end{aligned}$ | 30,021,260 | I | By <br> Enterprise <br> ETE (2) (3) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Common <br> Units |  |  |  |  |  |  |  |  |
| Representing <br> Limited <br> Partnership <br> Interests |  |  |  |  |  | 14,000 | I | By Estate (6) |
|  |  |  |  |  |  |  |  |  |
| Representing <br> Limited <br> Partnership <br> Interests |  |  |  |  |  | 180,100 | I | By DD <br> Securities (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474
information contained in this form are not (9-02)
required to respond unless the form displays a currently valid OMB control number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transactio <br> Code <br> (Instr. 8) | 5. <br> Number <br> of <br> Derivative <br> Securities <br> Acquired <br> (A) or <br> Disposed <br> of (D) <br> (Instr. 3, <br> 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |

## Reporting Owners

Reporting Owner Name / Address
Relationships
Director $10 \%$ Owner Officer Other

WILLIAMS RANDA DUNCAN
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002
Enterprise ETE LLC
1100 LOUISIANA STREET
SUITE 1000
X
HOUSTON, TX 77002
Enterprise Products Holdings LLC
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002
Enterprise Products OLPGP, Inc. 1100 LOUISIANA STREET
SUITE 1000
X
HOUSTON, TX 77002
Enterprise Products Operating LLC
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002
ENTERPRISE PRODUCTS PARTNERS L P
1100 LOUISIANA STREET
SUITE 1000
HOUSTON, TX 77002

## Signatures

Stephanie C. Hildebrandt, on behalf of Enterprise Products Partners L.P., Enterprise Products<br>Operating LLC, Enterprise Products OLPGP, Inc., Enterprise Products Holdings LLC, and<br>Enterprise ETE LLC, and Attorney-in-Fact on behalf of Randa Duncan Williams<br>10/27/2011<br>${ }^{* *}$ Signature of Reporting Person

## 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. $78 \mathrm{ff}(\mathrm{a})$.
Represents the weighted average sale price. The Common Units were sold at various prices ranging from $\$ 37.41$ to $\$ 38.23$. Financial
(1) information regarding the number of units sold at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.

These Common Units are owned directly by Enterprise ETE LLC ("Enterprise ETE"), a wholly owned subsidiary of Enterprise Products Operating LLC ("EPO"). EPO is an indirect wholly owned subsidiary of Enterprise Products Partners L.P. ("EPD") and currently owns $100 \%$ of the membership interests in Enterprise ETE. Enterprise Products OLPGP, Inc. ("Enterprise OLPGP") owns $0.001 \%$ of the membership interests in EPO. EPD owns 100\% of the equity interests in Enterprise OLPGP and $99.999 \%$ of the membership interests in EPO. Enterprise Products Holdings LLC ("Holdings"), the general partner of EPD, owns the non-economic general partner interest in EPD. Dan Duncan LLC ("Duncan LLC") owns $100 \%$ of the membership interests in Holdings. Ms. Randa Duncan Williams is a voting trustee pursuant to the Dan Duncan LLC Voting Trust Agreement. The voting trustees collectively control $100 \%$ of the membership interests in Duncan LLC. (Continued in Footnote 3)
(Footnote 2 continued) Ms. Williams is also a beneficiary of the Estate of Dan L. Duncan, Deceased (the "Estate"), which holds a
(3) pecuniary interest in the membership interests of Duncan LLC. Ms. Williams disclaims beneficial ownership of the securities beneficially owned by Duncan LLC, Holdings or their controlled affiliates, except to the extent of her pecuniary interest.

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Represents the weighted average sale price. The Common Units were sold at various prices ranging from $\$ 37.82$ to $\$ 38.92$. Financial (4) information regarding the number of units sold at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.

Represents the weighted average sale price. The Common Units were sold at various prices ranging from $\$ 38.57$ to $\$ 39.29$. Financial
(5) information regarding the number of units sold at each price will be provided upon the request of the United States Securities and Exchange Commission staff, the issuer, or a security holder of the issuer.

These Common Units are owned directly by the Estate of Dan L. Duncan, deceased (the "Estate"). Ms. Williams is a beneficiary of the
(6) Estate and was appointed a co-executor of the Estate on April 27, 2010. Ms. Williams disclaims any ownership of these securities, except to the extent of her pecuniary interest.

These Common Units are owned directly by DD Securities LLC ("DD Securities"). DD Securities is a wholly owned subsidiary of the
(7) Estate. Ms. Williams is a beneficiary of the Estate and was appointed a co-executor of the Estate on April 27, 2010. Ms. Williams disclaims any ownership of these securities, except to the extent of her pecuniary interest.
(8) The power of attorney under which this form was signed is on file with the Commission.

## Remarks:

## Transaction Code S - Open market or private sale of non-derivative or derivative security

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.

