

CUNNINGHAM RALPH S  
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,  
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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CUNNINGHAM RALPH S			(Month/Day/Year)		Enterprise GP Holdings L.P. [EPE]	
(Last)	(First)	(Middle)	08/01/2007		4. Relationship of Reporting Person(s) to Issuer	
1100 LOUISIANA STREET,Â SUITE 1000					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
HOUSTON,Â TXÂ 77002					08/08/2007	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> Form filed by More than One Reporting Person	

**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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

(Instr. 5)

Class B Limited Partnership Interest in EPE Unit II L.P.	Â (1)(2)	Â (2)	Units	0 (2)	\$ 0	D	Â
Class B Limited Partnership Interest in EPE Unit III L.P.	Â (3)(4)	Â (4)	Units	0 (4)	\$ 0	D (5)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUNNINGHAM RALPH S 1100 LOUISIANA STREET SUITE 1000 HOUSTON, TX 77002	Â X	Â	Â President & CEO	Â

## Signatures

/s/Wendi S. Bickett, Attorney-in-fact on behalf of Ralph S. Cunningham

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 EPE Unit II, L.P. ("EPE Unit II"). EPE Unit II owns directly 40,725 Units of Enterprise GP Holdings L.P. ("EPE"). EPE Unit II is a Delaware limited partnership established for the benefit of certain (1) EPCO, Inc. ("EPCO") employees who are its Class B limited partners. Duncan Family Interests, Inc. ("DFI") is the sole Class A limited partner and EPCO is the general partner of EPE Unit II. The reporting person acquired these Class B limited partner interests in EPE Unit II from a grant of such interests by EPCO, in its capacity as general partner of EPE Unit II.

(2) Unless extended, within 30 days of December 5, 2011 (or an earlier Vesting Date), EPE Unit II 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 EPE Unit II (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 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 DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.

(3) The reporting person is an owner of a Class B limited partner interest in EPE Unit III, L.P. ("EPE Unit III"). EPE Unit III owns directly 4,421,326 Units of Enterprise GP Holdings L.P. ("EPE"). EPE Unit III is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. Duncan Family Interests, Inc. ("DFI") is the sole Class A limited partner and EPCO is the general partner of EPE Unit III. The reporting person acquired these Class B limited partner interests in EPE Unit III from a grant of such interests by EPCO, in its capacity as general partner of EPE Unit III.

(4) Unless extended, within 30 days of May 7, 2012 (or an earlier Vesting Date), EPE Unit III 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 EPE Unit III (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 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 DFI as the Class A limited partner. The Class B limited partner interest is subject to forfeiture.

(5) 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.