

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>WILLIAMS RANDA DUNCAN</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET<br>SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Energy Transfer Equity, L.P. [ ETE ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/22/2011                             |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Units Representing Limited Partnership Interests | 05/22/2011                           |  | S                              |   | 4,450,000   | D          | \$37.88 | 34,526,090  | I  | By Enterprise ETE <sup>(1)</sup>                      |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |         | 14,000  | I  | By Estate <sup>(2)</sup>                              |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |         | 180,100   | I  | By DD Securities <sup>(3)(4)</sup>                    |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                |  |  |                 |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
WILLIAMS RANDA DUNCAN  
 (Last) (First) (Middle)  
 1100 LOUISIANA STREET  
 SUITE 1000  
 (Street)  
 HOUSTON TX 77002  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Enterprise Products Holdings LLC  
 (Last) (First) (Middle)  
 1100 LOUISIANA STREET  
 SUITE 1000  
 (Street)  
 HOUSTON TX 77002  
 (City) (State) (Zip)

|   |         |          |
|---|---------|----------|
| (City)  | (State) | (Zip)    |
| 1. Name and Address of Reporting Person*        |         |          |
| <a href="#">Enterprise Products OLPGP, Inc.</a> |         |          |
| (Last)  | (First) | (Middle) |
| 1100 LOUISIANA STREET<br>SUITE 1000             |         |          |
| (Street)  |         |          |
| HOUSTON   | TX      | 77002    |
| (City)  | (State) | (Zip)    |

|   |         |          |
|---|---------|----------|
| 1. Name and Address of Reporting Person*          |         |          |
| <a href="#">Enterprise Products Operating LLC</a> |         |          |
| (Last)  | (First) | (Middle) |
| 1100 LOUISIANA STREET<br>SUITE 1000               |         |          |
| (Street)  |         |          |
| HOUSTON   | TX      | 77002    |
| (City)  | (State) | (Zip)    |

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person* |         |          |
| <a href="#">Enterprise ETE LLC</a>       |         |          |
| (Last)                                   | (First) | (Middle) |
| 1100 LOUISIANA STREET<br>SUITE 1000      |         |          |
| (Street)                                 |         |          |
| HOUSTON                                  | TX      | 77002    |
| (City)                                   | (State) | (Zip)    |

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person*         |         |          |
| <a href="#">ENTERPRISE PRODUCTS PARTNERS L P</a> |         |          |
| (Last)   | (First) | (Middle) |
| 1100 LOUISIANA STREET<br>SUITE 1000              |         |          |
| (Street)   |         |          |
| HOUSTON  | TX      | 77002    |
| (City)   | (State) | (Zip)    |

**Explanation of Responses:**

1. These Common Units were disposed of in a privately negotiated sale. The remaining Common Units described in Column 5 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, the general partner of EPD, owns the non-economic general partner interest in EPD.
2. These Common Units are owned directly by the Estate of Dan L. Duncan, deceased (the "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.
3. These Common Units are owned directly by DD Securities LLC ("DD Securities"). DD Securities is a wholly owned subsidiary of the 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.
4. 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

[Stephanie C. Hildebrandt, on behalf of Enterprise Products Partners L.P., Enterprise Products Operating LLC, Enterprise Products OLPGP, Inc., Enterprise Products Holdings LLC, and Enterprise ETE LLC, and Attorney-in-Fact on behalf of Randa Duncan Williams](#) 05/23/2011

\*\* Signature of Reporting Person Date

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**