

DUNCAN DAN L
Form 4/A
February 27, 2009

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNCAN DAN L

2. Issuer Name and Ticker or Trading Symbol
Energy Transfer Equity, L.P. [ETE]

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)
07/08/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)
07/10/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 (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 Ownership (Instr. 4)
Common Units Representing Limited Partnership Interests				(A) or (D) Price	38,976,090	I ⁽¹⁾	By EPE
Common Units Representing Limited Partnership Interests				(A) or (D) Price	180,100	I ⁽²⁾	By Securities LLC

Common Units Representing Limited Partnership Interests	91,300	I ⁽³⁾	By 2000 Trust ⁽⁴⁾
Common Units Representing Limited Partnership Interests	14,000	D ⁽⁵⁾	

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN DAN L 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002		X		
Enterprise GP Holdings L.P. 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002		X		

Signatures

William L. Soula, Attorney-in-Fact on Behalf of Dan L. Duncan and Enterprise GP Holdings L.P.

02/27/2009

__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).
These Common Units are directly owned by Enterprise GP Holdings L.P. ("EPE"). EPE Holdings, LLC ("EPE Holdings") is the general partner of EPE. Dan Duncan LLC ("Duncan LLC") owns 100% of the membership interests of EPE Holdings. Dan L. Duncan Voting
(1) Trustee is the sole member of Duncan LLC. EPE Holdings, Duncan LLC, and Dan L. Duncan each have an indirect pecuniary interest in the Common Units. Such persons, other than EPE, disclaim beneficial ownership of the Common Units other than the extent of their pecuniary interest therein.
(2) These Common Units are directly owned by DD Securities LLC ("Securities LLC"). Dan L. Duncan is the sole member of Securities LLC.
(3) These Common Units are directly owned by the Duncan Family 2000 Trust ("2000 Trust"). EPCO, Inc. is the grantor of the 2000 Trust. Dan L. Duncan owns 50.427% of the voting stock of EPCO, Inc.
(4) This amendment to the Form 4 dated July 8, 2008 and filed on July 10, 2008 is being filed to reflect the total holdings of the Reporting Persons as identified in the amendment to the Form 3 filed on this date.
(5) The powers of attorney under which this form was signed are on file with the Commission.

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.