

ENTERPRISE PRODUCTS PARTNERS L P
Form S-8
May 19, 2004

As filed with the Securities and Exchange Commission on May 19, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Enterprise Products Partners L.P.

(Name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

76-0568219
(IRS Employer
Identification No.)

2727 North Loop West
Houston, Texas 77008
(Address of Principal Executive Offices, including Zip Code)

Enterprise Products 1998 Long-Term Incentive Plan
(Full Title of the Plan)

Richard H. Bachmann
Executive Vice President, Chief Legal Officer and Secretary
2727 North Loop West
Houston, Texas 77008
(713) 880-6500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael P. Finch
Vinson & Elkins L.L.P.
1001 Fannin, Suite 2300
Houston, Texas 77002-6760
(713) 758-2222

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee
Common Units of Enterprise Products Partners L.P.	3,000,000 Units(1)	\$20.44	\$61,320,000	\$7,770.00

(1) Includes an indeterminate number of Units that may become issuable pursuant to the anti-dilution Provisions of the Third Amended and Restated Limited Partnership Agreement of Enterprise Products Partners L.P., as amended.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices reported on The New York Stock Exchange on May 13, 2004 (\$20.44 per unit).

-1-

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

This Registration Statement on Form S-8 registers for sale under the Securities Act of 1933, as amended, an additional 3,000,000 Common Units of Enterprise Products Partners L.P. pursuant to the Enterprise Products 1998 Long-Term Incentive Plan (the Plan). Pursuant to General Instruction E of Form S-8, the contents of the Company's previously filed Registration Statement on Form S-8 (File No. 333-36856), are incorporated herein by reference.

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the registrant with the Commission, each of the following exhibits is filed herewith:

- 4.1 Enterprise Products 1998 Long-Term Incentive Plan (Amended and Restated as of April 8, 2004) (incorporated by reference to Appendix B to the registrant's Notice of Written Consent dated April 22, 2004, filed with the Commission on April 22, 2004)
- 4.2 Form of Option Grant under the Enterprise Products 1998 Long-Term Incentive Plan
- 4.3 Form of Restricted Unit Grant under the Enterprise Products 1998 Long-Term Incentive Plan
- 4.4 Third Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., as restated to include all amendments through December 17, 2003 (incorporated by reference to Exhibit 3.1 to Form 8-K filed with the Commission on February 10, 2004)
- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of PricewaterhouseCoopers LLP
- 23.3 Consent of Netherland, Sewell & Associates, Inc.
- 23.4 Consent Vinson & Elkins L.L.P. (included in Exhibit 5.1)
- 24.1 Powers of Attorney (included on the signature page to this registration statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 19th day of May, 2004.

ENTERPRISE PRODUCTS PARTNERS L.P.

BY: ENTERPRISE PRODUCTS G.P., LLC,
As General Partner

By: /s/ O.S. Andras

O.S. Andras
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints O.S. Andras and Richard H. Bachmann, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities on the 19th day of May 2004.

<u>Signature</u>	<u>Title</u> (of Enterprise Products GP, LLC)
<p>/s/ Dan L. Duncan</p> <p>_____</p> <p>Dan L. Duncan</p>	<p>Chairman of the Board and Director</p>
<p>/s/ O.S. Andras</p> <p>_____</p> <p>O.S. Andras</p>	<p>President, Chief Executive Officer and Director (Principal Executive Officer)</p>
<p>/s/ Michael A. Creel</p> <p>_____</p> <p>Michael A. Creel</p>	<p>Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p>/s/ Michael J. Kneseck</p> <p>_____</p> <p>Michael J. Kneseck</p>	<p>Vice President, Controller and Principal Accounting Officer</p>
<p>_____</p> <p>Dr. Ralph S. Cunningham</p>	<p>Director</p>
<p>/s/ Lee W. Marshall, Sr.</p>	<p>Director</p>

Lee W. Marshall, Sr.

Director

Richard S. Snell

-3-

INDEX TO EXHIBITS

Unless otherwise indicated below as being incorporated by reference to another filing of the registrant with the Commission, each of the following exhibits is filed herewith:

- 4.1 Enterprise Products 1998 Long-Term Incentive Plan (Amended and Restated as of April 8, 2004) (incorporated by reference to Appendix B to the registrant's Notice of Written Consent dated April 22, 2004, filed with the Commission on April 22, 2004)
- 4.2 Form of Option Grant under the Enterprise Products 1998 Long-Term Incentive Plan
- 4.3 Form of Restricted Unit Grant under the Enterprise Products 1998 Long-Term Incentive Plan
- 4.4 Third Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., as restated to include all amendments through December 17, 2003 (incorporated by reference to Exhibit 3.1 to Form 8-K filed with the Commission on February 10, 2004)
- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of PricewaterhouseCoopers LLP
- 23.3 Consent of Netherland, Sewell & Associates, Inc.
- 23.4 Consent Vinson & Elkins L.L.P. (included in Exhibit 5.1)
- 24.1 Powers of Attorney (included on the signature page to this registration statement)