

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 May 25, 2005

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 *
BACHMANN RICHARD H

2. Issuer Name and Ticker or Trading Symbol
ENTERPRISE PRODUCTS PARTNERS L P [EPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2727 NORTH LOOP WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

HOUSTON, TX 77008
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partnership Interests	05/24/2005		M ⁽¹⁾		20,000	A	\$ 7.75
					109,362.786	D	⁽²⁾
Common Units Representing Limited Partnership Interests	05/24/2005		F		20,000	D	\$ 25.7232
					89,362.786	D	

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Common
Units
Representing
Limited
Partnership
Interests

05/25/2005		<u>M</u> ⁽¹⁾	20,000	A	\$ 7.75	109,362.786	D
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Common
Units
Representing
Limited
Partnership
Interests

05/25/2005		F	20,000	D	\$ 25.8848	89,362.786	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Unit Options - Right to Buy #98-6	\$ 7.75	05/24/2005		<u>M</u> ⁽¹⁾	20,000	04/16/2002 09/30/2009	Common Units 20,000
Employee Unit Options - Right to Buy #98-06	\$ 7.75	05/25/2005		<u>M</u> ⁽¹⁾	20,000	04/16/2002 09/30/2009	Common Units 20,000
Employee Unit Options - Right to Buy	\$ 15.925					01/31/2004 01/21/2010	Common Units 40,000

#98-95

Employee

Unit

Options - \$ 20

Right to

Buy

#98-95

05/10/2008 05/10/2014

Common
Units

35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BACHMANN RICHARD H 2727 NORTH LOOP WEST HOUSTON, TX 77008	X		Executive Vice President	

Signatures

John E. Smith, Attorney-in-Fact on behalf of Richard H.
Bachmann

05/25/2005

__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).

(1) Exercise of options under the Enterprise Products 1998 Employee Unit Option Plan.

(2) Total includes 420.786 Common Units acquired by the reporting person in 2004 through the issuer's Employee Unit Purchase Plan.

(3) The power of attorney under which this form was signed is attached as Exhibit 24.

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

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