

ENTERPRISE PRODUCTS PARTNERS L P  
 Form 4  
 May 03, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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  
 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)  
 05/01/2006

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

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units Representing Limited Partnership Interests |                                      |  |                                | (A) or (D) Price  | 118,078,425   | I (1)  | By DFIDH (2)  |
| Common Units Representing Limited Partnership Interests |                                      |  |                                | (A) or (D) Price  | 5,918,200   | I (3)  | By 1998 Trust   |

|  |            |                  |                  |
|--|------------|------------------|------------------|
| Common<br>Units<br>Representing<br>Limited<br>Partnership<br>Interests | 6,007,470  | I <sup>(3)</sup> | By 2000<br>Trust |
| Common<br>Units<br>Representing<br>Limited<br>Partnership<br>Interests | 13,454,498 | I <sup>(4)</sup> | By EGP           |
| Common<br>Units<br>Representing<br>Limited<br>Partnership<br>Interests | 856,100    | D                |                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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<br>(Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title |
|---|--|---|---|-----------------------------------|--|---|----------|
|   |  |   |   | Code                              | V (A) (D)  | Date Exercisable Expiration Date                            | Title    |
| Employee Unit Options-Obligation to Sell <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>        | \$ 24.85   | 05/01/2006                              |   | A <sup>(9)</sup>                  | 590,000  | 05/01/2010 05/01/2016                                       | Co<br>U  |
| Employee Unit Options-Obligation to Sell #98-16 <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | \$ 9   | 05/01/2006                              |   | M <sup>(10)</sup>                 | 4,000  | 04/16/2002 09/30/2009                                       | Co<br>U  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners



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