

ENTERPRISE PRODUCTS PARTNERS L P

Form 4/A

May 02, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* DUNCAN, DAN L. (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol ENTERPRISE PRODUCTS PARTNERS L.P. -- EPD (NYSE)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CHAIRMAN	
2727 NORTH LOOP WEST, SUITE 700 (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year March 11, 2003	
HOUSTON, TX 77008 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Day/Year) March 11, 2003		7. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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								79,285,766	I ⁽²⁾	By Enterprise Products Delaware Holdings L.P.
COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS								2,278,200	I ⁽³⁾	By 1998 Trust
COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS								427,200	I ⁽³⁾	By 1999 Trust
COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS								200,036	I ⁽³⁾	By 2000 Trust
COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS								111,600	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title
SUBORDINATED UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS⁽⁴⁾	One-for-one							5/1/03	None	Common Units	32,114,804	0	32,114,804	I
EMPLOYEE UNIT OPTIONS - OBLIGATIONS TO SELL#6	\$0.6919	3/11/03		M⁽⁵⁾		5,594		1/14/99	12/31/03	Common Units	5,594	0	30,048,968	I

Explanation of Responses:

(1) Copies of the powers of attorney under which this statement was executed on behalf of Dan L. Duncan, EPCO, EPC Partners II, Inc., and Enterprise Products Delaware General, LLC, the sole general partner of Enterprise Products Delaware Holdings L.P., are on file with the Commission.

(2) These Common Units are owned by Enterprise Products Delaware Holdings L.P., an indirect wholly-owned subsidiary of Enterprise Products Company ("EPCO"). Mr. Duncan owns 50.427% of the voting stock of EPCO.

(3) EPCO is the grantor of the Enterprise Products 1998 Unit Option Plan Trust (the "1998 Trust"); Enterprise Products Operating L.P. is the grantor of the EPOLP 1999 Grantor Trust (the "1999 Trust"); and EPCO is the grantor of the Enterprise Products 2000 Rabbi Trust (the "2000 Trust"). These three revocable trusts were established to acquire and hold Common Units.

(4) Each Subordinated Unit is convertible to one Common Unit upon the satisfaction of certain events.

(5) These options were exercised by an EPCO employee under the 1998 Unit Option Plan.

By: /s/ **Dan L. Duncan**

**John E. Smith, Attorney-in-Fact, on behalf of Dan L. Duncan,
Enterprise Products Company, EPC Partners II, Inc., Enterprise Products
Delaware Holdings L.P. and Enterprise Products Delaware General,
LLC⁽¹⁾**

**Signature of Reporting Person

May 2,

2003
Date

**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.

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Joint Filer Information

Name: Enterprise Products Company
Address: 2727 North Loop West, Houston, TX 77008

Designated Filer: Dan L. Duncan
Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)
Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Assistant Secretary, on behalf of Enterprise Products Company

Name: EPC Partners II, Inc.
Address: 300 Delaware Avenue, Suite 900, Wilmington, DE 19801

Designated Filer: Dan L. Duncan
Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)
Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Attorney-in-Fact, on behalf of EPC Partners II, Inc.

Name: Enterprise Products Delaware General, LLC
Address: 300 Delaware Avenue, 9th Floor - DE 5403
Wilmington, DE 19801

Designated Filer: Dan L. Duncan
Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)
Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Attorney-in-Fact on behalf of EPC Partners II, Inc.,
As sole member of Enterprise Products Delaware General, LLC.

Name: Enterprise Products Delaware Holdings L.P.
Address: 300 Delaware Avenue, 9th Floor - DE 5403
Wilmington, DE 19801

Designated Filer: Dan L. Duncan
Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)
Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Attorney-in-Fact, on behalf of Enterprise Products Delaware Holdings L.P.
As sole general partner of Enterprise Products Delaware Holdings L.P.