

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

May 08, 2007

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

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

OMB APPROVAL

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(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)
1100 LOUISIANA STREET; SUITE
1000

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2007

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

(Street)
HOUSTON, TX 77002

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Units Representing Limited Partnership Interests					120,044,779	I ⁽¹⁾	By DFIDH ⁽²⁾
Common Units Representing Limited Partnership					5,918,200	I ⁽³⁾	By 1998 Trust

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Interests

Common
Units

Representing
Limited
Partnership
Interests

6,648,445

I ⁽³⁾

By 2000
Trust

Common
Units

Representing
Limited
Partnership
Interests

13,454,498

I ⁽⁴⁾

By EGPB

Common
Units

Representing
Limited
Partnership
Interests

41,500

I ⁽⁵⁾

By EPCO

Common
Units

Representing
Limited
Partnership
Interests

901,959

D

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 Underlying Security (Instr. 3)
		05/07/2007		M ⁽⁸⁾	3,500	04/11/2005 ⁽⁹⁾ 04/11/2012 ⁽¹⁰⁾	

Reporting Owners

Signatures

05/08/2007

Date _____

Explanation of Responses:

- ## Reporting Owners

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THE ISSUER'S SECURITIES.

- (7) Options have exercise prices ranging from \$7.75 to \$26.95.
- (8) Options exercised by an employee of EPCO who IS NOT a Section 16 officer of the issuer's general partner.
- (9) Options have exercise dates ranging from April 16, 2002 through May 1, 2010
- (10) Options have expiration dates ranging from September 30, 2009 through May 1, 2016
- (11) 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.

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