

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 February 01, 2007

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 *
 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)
 01/30/2007

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units Representing Limited Partnership Interests | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| | | | | | | I (1) | By DFIDH (2) |
| | | | | | 118,078,425 | | |
| | | | | | | I (3) | By 1998 Trust |
| | | | | | 5,918,200 | | |

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Interests

Common
Units

| | | | | | | | | |
|---|------------|---|---------|---|--------------|-----------|--------------|------------------|
| Representing Limited Partnership Interests | 01/30/2007 | P | 177,000 | A | \$ 29.256 | 6,275,270 | I <u>(3)</u> | By 2000 Trust |
|---|------------|---|---------|---|--------------|-----------|--------------|------------------|

Common
Units

Representing
Limited
Partnership
Interests

| | | | | | | | | |
|---|--|--|--|--|--|------------|--------------|------------|
| Representing Limited Partnership Interests | | | | | | 13,454,498 | I <u>(4)</u> | By EGPH |
|---|--|--|--|--|--|------------|--------------|------------|

Common
Units

Representing
Limited
Partnership
Interests

| | | | | | | | | |
|---|--|--|--|--|--|--------|--------------|------------|
| Representing Limited Partnership Interests | | | | | | 41,500 | I <u>(5)</u> | By EPCO |
|---|--|--|--|--|--|--------|--------------|------------|

Common
Units

Representing
Limited
Partnership
Interests

| | | | | | | | | |
|---|--|--|--|--|--|---------|---|--|
| Representing Limited Partnership Interests | | | | | | 856,100 | D | |
|---|--|--|--|--|--|---------|---|--|

Common
Units

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Employee Unit Options-Obligation | \$ 22.76 | 11/22/2006 | | M ⁽¹⁰⁾ | 10,000 | 04/11/2005 04/11/2012 | Common Units |

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