

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 February 09, 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2007

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

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) |
|---------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Units Representing Limited Partnership Interests | | | | | 118,078,425 | 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 | 6,315,970 | I ⁽³⁾ | By 2000 Trust | |
| Common Units Representing Limited Partnership Interests | 13,454,498 | I ⁽⁴⁾ | By EGPH | |
| Common Units Representing Limited Partnership Interests | 41,500 | I ⁽⁵⁾ | By EPCO | |
| Common Units Representing Limited Partnership Interests | 856,100 | D | | |

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.

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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 and Underlying (Instr. 3 and 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Employee Unit Options-Obligation | \$ 12.5625 | 02/07/2007 | | M ⁽¹⁰⁾ | 40,000 | 03/31/2004 03/31/2011 | Common Units |

to Sell #98-54 (6) (7)
(8) (9)

Employee Unit

| | | | | | | | |
|-------------------------------------------------------------------------------------|-----------|------------|-------------------|--------|------------|------------|----------------|
| Options-Obligation to Sell #98-28 <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | \$ 15.925 | 02/07/2007 | M ⁽¹⁰⁾ | 10,000 | 01/31/2004 | 01/31/2010 | Commo Units |
|-------------------------------------------------------------------------------------|-----------|------------|-------------------|--------|------------|------------|----------------|

Employee Unit

| | | | | | | | |
|-------------------------------------------------------------------------------------|----------|------------|-------------------|--------|------------|------------|----------------|
| Options-Obligation to Sell #98-86 <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | \$ 22.76 | 02/07/2007 | M ⁽¹⁰⁾ | 10,000 | 04/11/2005 | 04/11/2012 | Commo Units |
|-------------------------------------------------------------------------------------|----------|------------|-------------------|--------|------------|------------|----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|----------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| DUNCAN DAN L 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002 | X | X | Chairman | |
| EPCO, Inc. 2707 NORTH LOOP WEST HOUSTON, TX 77008 | | X | | |
| DUNCAN FAMILY INTERESTS, INC. 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803 | | | | DFI Delaware General, LLC |
| DFI DELAWARE GENERAL, LLC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803 | | | | DFI Delaware Holdings L.P. |
| DFI DELAWARE HOLDINGS L.P. 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803 | | X | | |

Signatures

William L. Soula, Attorney-in-Fact on behalf of Dan L. Duncan, Duncan Family Interests, Inc., DFI Delaware General, LLC, and DFI Delaware Holdings L.P. and Assistant Secretary of EPCO, Inc.

02/09/2007

__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) These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.

(2) DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.

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- (3) EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"); and EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). These trusts were established to acquire and hold Common Units of the issuer.
- These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), an 81.49% limited partnership interest in which is owned
- (4) by DFI and a 4.27% limited partnership interest in which is owned by Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGPB is EPE Holdings, LLC, a wholly-owned subsidiary of Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
- (5) These Common Units are owned by EPCO. Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- (6) Options are issued under the Enterprise Products 1998 Employee Unit Option Plan to employees of EPCO and outside directors of the issuer's general partner and are exercisable for Common Units on a one-for-one basis. DAN L. DUNCAN HOLDS NO OPTIONS IN THE ISSUER'S SECURITIES.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.