

ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P
 Form 4/A
 January 03, 2005

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)
 2727 NORTH LOOP WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2004

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)
 10/04/2004

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Units Representing Limited Partnership Interests ⁽¹⁾	09/30/2004		P		184,620	A	\$ 21.451 ⁽²⁾
					4,484,656	I	
Common Units Representing Limited Partnership Interests	09/30/2004		P		71,857	A	\$ 21.9081
					4,556,513	I	

By 2000 Trust ⁽³⁾

By 2000 Trust

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Common Units Representing Limited Partnership Interests	09/30/2004	P	18,643	A	\$ 22.142	4,575,156	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	15,385	A	\$ 22.573	4,590,541	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	5,068	A	\$ 22.649	4,595,609	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	1,267	A	\$ 22.634	4,596,876	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 22.9158	4,603,211	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.0892	4,609,546	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.0807	4,615,881	I	By 2000 Trust
Common Units Representing Limited Partnership	09/30/2004	P	6,335	A	\$ 22.8725	4,622,216	I	By 2000 Trust

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Interests

Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 22.6536	4,747,857	I	By 2000 Trust
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Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 22.6777	4,634,886	I	By 2000 Trust
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Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 22.6671	4,641,221	I	By 2000 Trust
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Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 22.9277	4,647,556	I	By 2000 Trust
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Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.0302	4,653,891	I	By 2000 Trust
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Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.1776	4,660,226	I	By 2000 Trust
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Common
Units

Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.0608	4,666,561	I	By 2000 Trust
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Common
Units

Representing Limited	09/30/2004	P	6,335	A	\$ 23.1407	4,672,896	I	By 2000 Trust
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Partnership Interests								
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.1044	4,679,231	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.0506	4,685,566	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 23.0493	4,691,901	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	6,335	A	\$ 22.9772	4,698,236	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	4,371	A	\$ 23.5553	4,702,607	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	45,250	A	\$ 21.0465	4,744,857	I	By 2000 Trust
Common Units Representing Limited Partnership Interests	09/30/2004	P	18,100	A	\$ 21.829	4,765,957	I	By 2000 Trust
Common Units Representing	09/30/2004	P	9,050	A	\$ 21.7182	4,775,007	I	By 2000 Trust

Limited Partnership Interests

Common Units

Representing Limited Partnership Interests 09/30/2004 P 1,086 A \$ 21.3039 4,776,093 I By 2000 Trust ⁽⁴⁾

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 (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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN DAN L 2727 NORTH LOOP WEST HOUSTON, TX 77008	X	X	Chairman	
ENTERPRISE PRODUCTS CO 2707 NORTH LOOP WEST HOUSTON, TX 77008		X		
EPC PARTNERS II INC 103 FOULK ROAD, SUITE 200		X		DFI Delaware General, LLC

WILMINGTON, DE 19803

DFI DELAWARE GENERAL, LLC
103 FOULK ROAD, SUITE 200
WILMINGTON, DE 19803

DFI Delaware Holdings
L.P.

ENTERPRISE PRODUCTS DELAWARE
HOLDINGS L P
103 FOULK ROAD, SUITE 200
WILMINGTON, DE 19803

X

Signatures

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

01/03/2005

__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) All reported transactions resulted from the conversion of common units of GulfTerra Energy Partners L.P. ("GulfTerra") into Common Units of the issuer effective upon the merger of GulfTerra into a subsidiary of the issuer on September 30, 2004.
- (2) The conversion ratio for all reported transactions was 1.81 Common Units of the issuer for each GulfTerra common unit. The reported prices are adjusted for the conversion.
- (3) The reporting person owns 50.427% of the voting stock of EPCO, Inc. ("EPCO"), the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). The 2000 Trust was established to acquire and hold Common Units of the issuer and is the owner of all Common Units acquired through the transactions described in this report.
- (4) The power of attorney under which this form was signed is 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.