

ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P
 Form 4
 January 19, 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)
 01/14/2005

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Units Representing Limited Partnership Interests | | | | (A) or (D) | Price | | |
| Common Units Representing Limited Partnership Interests | | | | V | Amount | | |
| Common Units Representing Limited Partnership Interests | | | | | 112,443,164 | I (1) | By DFIDH (2) |
| Common Units Representing Limited Partner Interests | | | | | 5,918,200 | I (3) | By 1998 Trust |

| | | | | | | | | | |
|------------------------------------------------------------------------|------------|--|------------------|------------|---|-------------|------------------|------------------|------------|
| Common Units Representing Limited Partnership Interests | | | | | | 5,337,796 | I ⁽³⁾ | By 2000 Trust | |
| Common Units Representing Limited Partnership Interests | | | | | | 427,200 | I ⁽⁴⁾ | By 1999 Trust | |
| Common Units Representing Limited Partnership Interests | 01/14/2005 | | J ⁽⁵⁾ | 13,454,498 | A | \$ 24.39 | 13,454,498 | I ⁽⁶⁾ | By EGPH |
| Common Units Representing Limited Partnership Interests | | | | | | 510,700 | 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. 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. P Deri Secu (Inst | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Unit | ⁽⁸⁾ | | | | | ⁽⁹⁾ | ⁽¹⁰⁾ | Common Units | 2,463,000 |

Options -
Obligation
to Sell (7)

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 WILMINGTON, DE 19803 | | X | | DFI Delaware General, LLC |
| 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 Holdings, Inc., DFI Delaware Holdings L.P. and DFI Delaware General, LLC, and Assistant Secretary on behalf of EPCO, Inc.

01/19/2005

__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) 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.

DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is a direct, 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.
- (2) 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.
- (3) Enterprise Products Operating L.P., a wholly-owned subsidiary of the issuer, is the grantor of the EPOLP 1999 Grantor Trust (the "1999 Trust"). It was established to acquire and hold Common Units of the issuer.
- (4) These Common Units were acquired from affiliates of El Paso Corporation in a private transaction.
- (5)
- (6)

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These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 95% limited partnership interest in which is owned by DFI and a 4% limited partnership interest in which is owned by Dan Duncan LLC ("Duncan LLC"). The general partner of EPGH is EPE Holdings, LLC, a wholly-owned subsidiary of Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.

- (7) 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.
- (8) Options have exercise prices ranging from \$7.75 to \$24.725.
- (9) Options have exercise dates ranging from April 16, 2002, through September 30, 2008.
- (10) Options have expiration dates ranging from September 30, 2009, through September 30, 2014.
- (11) 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.

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