

ENTERPRISE PRODUCTS PARTNERS L P
Form 4
May 03, 2006

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 *
PHILLIPS ROBERT G

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)
05/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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	05/01/2006		A	24,000	A \$ 0 (1)	124,797	D
Common Units Representing Limited Partnership Interests						833	I (2) By B.K. Phillips Trust

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Common Units Representing Limited Partnership Interests	841	I <u>(2)</u>	By C.S. Phillips Trust
Common Units Representing Limited Partnership Interests	871	I <u>(2)</u>	By C.V. Phillips Trust
Common Units Representing Limited Partnership Interests	871	I <u>(2)</u>	By C.P. Phillips Trust
Common Units Representing Limited Partnership Interests	871	I <u>(2)</u>	By M.B. Phillips Trust
Common Units Representing Limited Partnership Interests	35	I <u>(3)</u>	By B.K. Phillips 2000 Trust
Common Units Representing Limited Partnership Interests	40	I <u>(3)</u>	By C.S. Phillips 2000 Trust
Common Units Representing Limited Partnership Interests	98	I <u>(3)</u>	By C.V. Phillips 2000 Trust
Common Units Representing Limited Partnership	40	I <u>(3)</u>	By C.P. Phillips 2000 Trust

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) No consideration.

(2) These common units are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims any beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) These common units are held in a trust for the benefit of one of the reporting person's children. The reporting person and the reporting person's spouse are co-trustees of the trust.

(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.