

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

OMB Number: 3235-0287  
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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 <sup>(1)</sup> | 09/30/2004                           |  | P                              |   | 184,620   | A  | \$ 21.451 <sup>(2)</sup>                   |
|  |                                      |  |                                |   | 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 <sup>(3)</sup>

By 2000 Trust

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

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Interests

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>22.6536 | 4,747,857 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>22.6777 | 4,634,886 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>22.6671 | 4,641,221 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>22.9277 | 4,647,556 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>23.0302 | 4,653,891 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>23.1776 | 4,660,226 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|   |            |   |       |   |               |           |   |                  |
|---|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited<br>Partnership<br>Interests | 09/30/2004 | P | 6,335 | A | \$<br>23.0608 | 4,666,561 | I | By 2000<br>Trust |
|---|------------|---|-------|---|---------------|-----------|---|------------------|

Common  
Units

|                         |            |   |       |   |               |           |   |                  |
|-------------------------|------------|---|-------|---|---------------|-----------|---|------------------|
| Representing<br>Limited | 09/30/2004 | P | 6,335 | A | \$<br>23.1407 | 4,672,896 | I | By 2000<br>Trust |
|-------------------------|------------|---|-------|---|---------------|-----------|---|------------------|

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

Limited  
Partnership  
Interests

Common  
Units

Representing 09/30/2004  
Limited  
Partnership  
Interests

P 1,086 A \$ 21.3039 4,776,093 I By 2000 Trust <sup>(4)</sup>

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (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<br>2727 NORTH LOOP WEST<br>HOUSTON, TX 77008           | X             | X         | Chairman |                           |
| ENTERPRISE PRODUCTS CO<br>2707 NORTH LOOP WEST<br>HOUSTON, TX 77008 |               | X         |          |                           |
| EPC PARTNERS II INC<br>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.