

ENTERPRISE PRODUCTS PARTNERS L P  
 Form 4  
 February 26, 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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/23/2007

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

(Street)  
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units Representing Limited Partnership Interests |                                      |  |                                | (A) or (D)  | 120,044,779 (10)  | I (1)  | By DFIDH (2)  |
| Common Units Representing Limited Partnership Interests |                                      |  |                                | (A) or (D)  | 5,918,200   | I (3)  | By 1998 Trust   |

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Interests

Common  
Units

Representing  
Limited  
Partnership  
Interests

6,648,445  
(10)

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

02/23/2007

P

1,935 A

\$  
30.25

901,959 (10)

D

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)

Code V (A) (D) Date  
Exercisable

Expiration  
Date Title

Amount  
or  
Number  
of

|   |            |            |            |                 |   |
|---|------------|------------|------------|-----------------|---|
| Employee Unit   |            |            |            |                 |   |
| Options-Obligation<br>to Sell #98-xx <u>(6)</u> <u>(7)</u><br><u>(8)</u> <u>(9)</u> | <u>(7)</u> | <u>(8)</u> | <u>(9)</u> | Common<br>Units | 0 |

## Reporting Owners

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

02/26/2007

\_\_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.
- (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.
- (4) These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), an 81.49% limited partnership interest in which is owned 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 EGP 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.

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- 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.
- (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) Includes common units acquired through the Enterprise Products Partners L.P. distribution reinvestment plan.
  - (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.

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