

ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P
 Form 4/A
 November 22, 2004

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)
 11/15/2004

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)
 11/17/2004

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|--|------------------------------------|------------------|---------------------|---|------|---|-----|-----|---------------------------|---------------------------|-----------------|
| Employee Unit Options - Obligations to Sell #99-09 ⁽¹⁾ | \$ 9 ⁽²⁾ | 11/15/2004 | M ⁽³⁾⁽⁴⁾ | 5,000 | | | | | 04/16/2002 ⁽²⁾ | 09/30/2009 ⁽⁵⁾ | Common Units |

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.

11/22/2004

__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).

- Options are issued under the Enterprise Products 1998 Employee Unit Option Plan to employees of EPCO, Inc. ("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.
- (1) Options are issued under the Enterprise Products 1998 Employee Unit Option Plan to employees of EPCO, Inc. ("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.
 - (2) Options have exercise dates ranging from April 16, 2002, through September 30, 2008 at prices ranging from \$7.75 to \$24.725.
 - (3) This amendment is filed to correct the transaction code.
 - (4) Options exercised by an employee of EPCO who is not a Section 16 officer of the issuer's general partner.
 - (5) Options have expiration dates ranging from September 30, 2009, through September 30, 2014.
 - (6) 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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