

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 *
 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)
 05/01/2006

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	118,078,425	I ⁽¹⁾	By DFIDH ⁽²⁾
Common Units Representing Limited Partnership Interests				(A) or (D) Price	5,918,200	I ⁽³⁾	By 1998 Trust

Common Units Representing Limited Partnership Interests	6,007,470	I ⁽³⁾	By 2000 Trust
Common Units Representing Limited Partnership Interests	13,454,498	I ⁽⁴⁾	By EGP
Common Units Representing Limited Partnership Interests	856,100	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	
Employee Unit Options-Obligation to Sell <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>	\$ 24.85	05/01/2006		A ⁽⁹⁾	590,000	05/01/2010	05/01/2016	Co U
Employee Unit Options-Obligation to Sell #98-16 <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>	\$ 9	05/01/2006		M ⁽¹⁰⁾	4,000	04/16/2002	09/30/2009	Co U

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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