#### ENTERPRISE PRODUCTS PARTNERS L P

Form 4

August 04, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

**OMB APPROVAL** 

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DUNCAN DAN L** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ENTERPRISE PRODUCTS PARTNERS L P [EPD]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director X\_\_ 10% Owner Other (specify

SUITE 1800, 1100 LOUISIANA

(Street)

(State)

**STREET** 

(Month/Day/Year)

X\_ Officer (give title below)

08/02/2006

Chairman

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person

\_X\_ Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Direct (D) Ownership (Month/Day/Year) (Instr. 8) Owned

> or Indirect Following (Instr. 4) Reported (I) (A) (Instr. 4)

Transaction(s) or

(Instr. 3 and 4)

Code V Amount (D) Price

Common

Units

Representing By 118,078,425  $I^{(1)}$ Limited DFIDH (2)

Partnership **Interests** 

 $I^{(3)}$ By 1998 Common 5,918,200

Units

Representing Limited Partnership

Trust

т			
ın	tei	res	ts

Common

Units

Representing By 2000  $I^{(3)}$ 6,077,470 Limited Trust

Partnership Interests

Common

Units

Representing 13,454,498 I (4) By EGPH Limited

Partnership Interests

Common Units

Representing 856,100 D Limited

3. Transaction Date 3A. Deemed

Partnership Interests

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

5. Number of 6. Date Exercisable and

7. Title and

Units

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Da	ite	Underlying
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Y	Year)	(Instr. 3 and
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			
						Date	Expiration	m: a
						Exercisable	Date	Title
				Code V	(A) (D)			

4.

**Options-Obligation** to Sell #98-62 (5) (6)

Employee Unit

1. Title of Derivative

Common \$ 21.15 08/02/2006  $M_{\underline{}}^{(9)}$ 20,000 08/05/2004 08/05/2011

(7)(8)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

2 Reporting Owners

	Director	10% Owner	Officer	Other
DUNCAN DAN L SUITE 1800 1100 LOUISIANA STREET HOUSTON, TX 77002	X	X	Chairman	
EPCO, Inc. 2707 NORTH LOOP WEST HOUSTON, TX 77008		X		
DUNCAN FAMILY INTERESTS, INC. 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803				DFI Delaware General, LLC
DFI DELAWARE GENERAL, LLC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803				DFI Delaware Holdings L.P.
DFI DELAWARE HOLDINGS L.P. 103 FOULK ROAD, SUITE 200 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.

08/04/2006

\*\*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.
- 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.
- 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 EGPH is EPE Holdings, LLC, a wholly-owned subisidary of Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
- 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 have exercise prices ranging from \$7.75 to \$26.95.
- (7) Options have exercise dates ranging from April 16, 2002 through May 1, 2010
- (8) Options have expiration dates ranging from September 30, 2009 through May 1, 2016
- (9) Options exercised by an employee of EPCO who IS NOT a Section 16 officer of the issuer's general partner.
- (10) 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.

Signatures 3

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