

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

June 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

HOUSTON, TX 77008

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2006

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

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

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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 EGPB

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.

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 Underlying (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Unit Options-Obligation to Sell #98-56 ⁽⁵⁾ ⁽⁶⁾ ₍₇₎ ₍₈₎	\$ 17.325	05/31/2006		M ⁽⁹⁾	10,000	03/31/2004 03/31/2011	Common Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

DUNCAN DAN L
2727 NORTH LOOP WEST X X Chairman
HOUSTON, TX 77008

EPCO, Inc.
2707 NORTH LOOP WEST X
HOUSTON, TX 77008

DUNCAN FAMILY INTERESTS, INC.
103 FOULK ROAD, SUITE 200 DFI Delaware General, LLC
WILMINGTON, DE 19803

DFI DELAWARE GENERAL, LLC
103 FOULK ROAD, SUITE 200 DFI Delaware Holdings L.P.
WILMINGTON, DE 19803

DFI DELAWARE HOLDINGS L.P.
103 FOULK ROAD, SUITE 200 X
WILMINGTON, DE 19803

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.

06/01/2006

__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.

(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) 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.

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