FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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0.5

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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addr			er Name <b>and</b> Ticker <u>ERPRISE PR</u> PD ]					ationship of Reportin k all applicable) Director	10% (	Owner			
(Last) (First) (Middle)  2727 NORTH LOOP WEST  (Street)  HOUSTON TX 77008  (City) (State) (Zip)					of Earliest Transac 2004	ction (Mo	onth/D	ay/Year)		Officer (give title below)	Other (specify below)		
					nendment, Date of C	Original	Filed (	(Month/Day/Ye	6. Indi Line) X	vidual or Joint/Group Filing (Check Applicat Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table I - No	n-Deriva	tive S	ecurities Acqu	uired,	Disp	osed of, o	r Bene	ficially	Owned		
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)	Acquired (D) (Instr	(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Units Partnership Inte		imited									2,093	D	
Common Units Partnership Inte	-	Limited									3,000(1)	I	By trust.
Common Units Partnership Inte	1 0	Limited									3,000(2)	I	By trust.
Common Units Partnership Inte		imited	01/06/	/2004		w	v	100	A	\$0	100	I	By wife.

#### 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)	ive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Employee Unit Options - Right to Buy#98- 25	\$11.8115							07/27/2003	10/01/2010	Common Units	20,000		20,000	D			
Employee Unit Options - Right to Buy #98- 69	\$22.75							04/11/2005	04/11/2012	Common Units	20,000		40,000	D	(4)		

#### **Explanation of Responses:**

- 1. These securities are held by the John C. Bibo Testamentary Trust; the reporting person is the trustee of the trust but holds no pecuniary interest in it and disclaims any beneficial ownership in the securities owned by it.
- 2. These securities are held by the James S. Bibo Testamentary Trust; the reporting person is the trustee of the trust but holds no pecuniary interest in it and disclaims any beneficial ownership in the securities
- 3. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- 4. A copy of the power of attorney under which this statement was executed is on file with the Commission.

## Remarks:

John E. Smith, attorney-in-fact, on behalf of Richard S. Snell

01/08/2004

\*\* Signature of Reporting Person

Date

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

- \* 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).

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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