FORM 4

(First)

103 FOULK ROAD, SUITE 200

(Street) WILMINGTON (Middle)

19803

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	-
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

Other (specify below)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

DFIDH⁽²⁾ By 1998

By DFIGPH

11. Nature of Indirect Beneficial Ownership (Instr. 4)

By EPCO⁽¹⁰⁾

By EPCO⁽¹⁰⁾

Ву

Trust By 2000

Check this box if no lor Form 4 or Form 5 oblig Instruction 1(b).	nger subject to gations may con	Section 16. Itinue. See	S	SIA		iled pur	rsua	ant to Section ection 30(h) o	n 16(a	a) of the Se	curities	s Exchange	Act of 1		HIF	,				ed average er respons		n	_
1. Name and Address of DUNCAN DAN		son*						e and Ticker RISE PR				TNERS	<u>LP</u> [EPD]		5. Relation (Check at X	all appl	of Reportin licable) ector	g Persor	n(s) to Iss)% Own	e
(Last) 2727 NORTH LOOP	(First) WEST	(A)	Aiddle)			Date of I /08/20		liest Transact	tion (Month/Day	/Year)					X	Off	icer (give tit		irman	0	ther (sp	90
(Street) HOUSTON	TX	7	7008		4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person										
(City)	(State)	(2	Zip)																				
			Table I	- No	on-Dei	rivativ	/e \$	Securities	s Ac	quired,	Disp	osed of,	or Be	neficially	y O	vned							_
1. Title of Security (Insti	r. 3)				Date	saction /Day/Yea		2A. Deemed Execution D if any (Month/Day/	ate,	3. Transi Code (In	str. 8)	4. Securit (D) (Instr.	ies Acqu 3, 4 and	(A) or (D)	Pri		Bene Follo	nount of Sec ficially Owne wing Report saction(s) (In	ed ed	6. Owne Direct (I Indirect	o) or	str. 4)	7. In B O (Ii
Common Units Repre	esenting Lin	nited Partnership	Interests															118,078,4	25		I ⁽¹⁾		В
Common Units Repre	esenting Lin	nited Partnership	Interests							_								5,918,20	0		I ⁽³⁾		T
Common Units Repre										_								5,667,41			I(3)		T
Common Units Repre										-					H			13,454,49			I ⁽⁴⁾		В
Common Units Repre	esenting Lin	nited Partnersnip			Doriv	otivo	50	ourition A	١.٥٥٠	uirod D	ionas	od of o	r Bone	ficially (ad		655,238			D		_
			Table	- 11				curities A							JVVI	leu							
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. 1 Co	Transacti de (Instr.	. 8)	Deri Sec (A)	lumber of ivative urities Acquir or Disposed of (Instr. 3, 4 and	of	6. Date Ex Expiration (Month/Da	Date		Under	and Amour lying Derivat 3 and 4)	tive S	ecurity	S	Price of Perivative Security Instr. 5)	9. Numi derivati Securit Benefic Owned Followi	ve ies ially	10. Owner Form: (D) or Indirectionstr.	Direct ct (I)	1
Employee Unit Options -				Co	_		(A)	(D)		Date Exercisab	le D	xpiration ate	Title		- 11	lumber of Shares	mount or umber of hares		Transac (Instr. 4	Reported Fransaction(s) Instr. 4)			L
Obligation to Sell #99-5 ⁽⁵⁾	\$9 ⁽⁶⁾	02/08/2006		M	4 ⁽⁷⁾		10	0,000		10/01/200	2 ⁽⁸⁾ 09	9/30/2009 ⁽⁹⁾	Cor	nmon Units	_	10,000		\$0 2,3		88,000		I	I
Employee Unit Options - Obligation to Sell #98- 28 ⁽⁵⁾	\$15.925 ⁽⁶⁾	02/08/2006		M	1 ⁽⁷⁾		10	,000		01/31/2004	4 ⁽⁸⁾ 0:	1/31/2010 ⁽⁹⁾	Cor	mmon Units		10,000		\$0	2,178	3,000		I	P
1. Name and Address of I DUNCAN DAN	<u>L</u>	son*															·						
(Last) 2727 NORTH LOOP	(First) WEST		(Middle)																				
(Street) HOUSTON	TX		77008																				
(City)	(State))	(Zip)																				
1. Name and Address of I EPCO, Inc.	Reporting Per	son*																					
(Last) 2707 NORTH LOOP	(First) WEST		(Middle)																				
(Street) HOUSTON	TX		77008																				
(City)	(State))	(Zip)																				
1. Name and Address of DUNCAN FAMI			•																				
(Last) 103 FOULK ROAD,	(First) SUITE 200)	(Middle)																				
(Street) WILMINGTON	DE		19803																				
(City)	(State))	(Zip)																				
1. Name and Address of DFI DELAWAR																							

(City)	(State)	(Zip)	
1. Name and Address of R DFI DELAWARE	eporting Person* L HOLDINGS L.P.		
(Last) 103 FOULK ROAD,	(First) SUITE 200	(Middle)	
(Street) WILMINGTON	DE	19803	
(City)	(State)	(Zip)	

- 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 a direct, wholly-owned subsidary 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 (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 DFI GP Holdings L.P. ("DFIGPH"), a 95% limited partnership interest in which is owned by DFI and a 4% limited partnership interest in which is owned by Dan Duncan LLC. ("Duncan LLC"). The 1% general partner of DFIGPH is DFI Holdings, LLC, a wholly-owned subisidary of Dan Duncan LLC. Dan L. Duncan is the sole member of Dan 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.
- $7.\ Options\ exercised\ by\ an\ employee\ of\ EPCO\ who\ IS\ NOT\ a\ Section\ 16\ officer\ of\ the\ issuer's\ general\ partner.$
- 8. Options have exercise dates ranging from April 16, 2002 through August 4, 2009.
- 9. Options have expiration dates ranging from September 30, 2009 through August 4, 2015.
- 10. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

John E. Smith, Attorney-in-Fact, on behalf of Dan L. Duncan, Duncan Family Holdings, Inc., DFI Delaware 02/10/2006 Holdings L.P. and DFI Delaware General, LLC, and Assistant Secretary on behalf of EPCO, Inc.

** Signature of Reporting Person

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.

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 Number.

Name: EPCO, Inc.

Address: 2707 North Loop West, Houston, TX 77008

Designated Filer: Dan L. Duncan

Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)

Date of Event Requiring Statement: 1/2/03

Signature: \slash s John E. Smith, Assistant Secretary, on behalf of EPCO, Inc.

Name: Duncan Family Interests, Inc.

Address: Brandywine Plaza, Suite 200, 103 Foulk Road, Wilmington, DE 19803

Designated Filer: Dan L. Duncan

Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)

Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Attorney-in-Fact, on behalf of Duncan Family Interests, Inc.

Name: DFI Delaware General, LLC

Address: Brandywine Plaza, Suite 200, 103 Foulk Road, Wilmington, DE 19803

Designated Filer: Dan L. Duncan

Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)

Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Attorney-in-Fact on behalf of Duncan Family Interests, Inc., as sole member of DFI Delaware General, LLC.

Name: DFI Delaware Holdings L.P.

Address: Brandywine Plaza, Suite 200, 103 Foulk Road, Wilmington, DE 19803

Designated Filer: Dan L. Duncan

Issuer & Ticker Symbol: Enterprise Products Partners L.P. (EPD)

Date of Event Requiring Statement: 1/2/03

Signature: /s/ John E. Smith, Attorney-in-Fact, on behalf of DFI Delaware General, LLC, as sole general partner of DFI Delaware Holdings L.P.

Copies of the powers of attorney under which this statement was executed are on file with the Commission.

Issuer Name and Trading Symbol: Enterprise Products Partners L.P. [EPD]