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

**FORM 8-K**

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 31, 2007

**ENTERPRISE PRODUCTS PARTNERS L.P.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-14323**  
(Commission  
File Number)

**76-0568219**  
(I.R.S. Employer  
Identification No.)

**1100 Louisiana, 10<sup>th</sup> Floor**  
**Houston, Texas 77002**  
(Address of Principal Executive Offices, including Zip Code)

**(713) 381-6500**  
(Registrant's Telephone Number, including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On May 31, 2007, Robert G. Phillips delivered notice of his resignation as a director and as President and Chief Executive Officer of Enterprise Products GP, LLC, which is our general partner, with each such resignation to be effective as of June 30, 2007. Mr. Phillips will continue to serve in his current capacities until the effectiveness of his resignations.

(c) Our general partner is initiating a search to fill the positions currently held by Mr. Phillips. Dr. Ralph S. Cunningham, our general partner's Group Executive Vice President and Chief Operating Officer, will serve as acting Chief Executive Officer beginning upon the effectiveness of Mr. Phillips's resignation. Dr. Cunningham, 66, was elected Group Executive Vice President and Chief Operating Officer of our general partner in December 2005 and a director in February 2006. Dr. Cunningham previously served as a director of our general partner from 1998 until March 2005 and served as chairman and a director of the general partner of TEPPCO from March 2005 until November 2005. He retired in 1997 from CITGO Petroleum Corporation, where he had served as President and Chief Executive Officer since 1995. Dr. Cunningham serves as a director of Tetra Technologies, Inc. (a publicly traded energy services and chemical company), EnCana Corporation (a Canadian publicly traded independent oil and natural gas company) and Agrium, Inc. (a Canadian publicly traded agricultural chemicals company). He was a director of EPCO, Inc., an affiliate of our general partner ("EPCO"), from 1987 to 1997.

(e) In connection with Mr. Phillips's resignation, EPCO and Mr. Phillips entered into an Agreement and Release (the "Separation Agreement") on May 31, 2007. The Separation Agreement provides that EPCO shall pay to Mr. Phillips (i) approximately \$30,000 for accrued but unused paid time off, (ii) a separation payment of \$12,000,000 and (iii) COBRA payments until the earlier of November 30, 2008 or the date upon which Mr. Phillips becomes eligible to participate in the medical plan of a subsequent employer. The Separation Agreement also provides that all of Mr. Phillips's unvested restricted units, options and unit appreciation rights in us or Enterprise GP Holdings L.P., our affiliate, will be forfeited upon the effective date of his resignation.

In consideration of the above, Mr. Phillips released EPCO and its affiliates from any and all claims that may arise related to the term of his employment. Mr. Phillips also has agreed not to disclose any confidential information related to us or our affiliates or to solicit our employees and customers or those of our affiliates. The Separation Agreement will become binding on June 7, 2007 unless revoked by Mr. Phillips prior to that date.

**Item 7.01 Regulation FD Disclosure.**

A copy of the Press Release announcing Mr. Phillips's resignation is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit</b>
99.1	Press Release dated June 4, 2007.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENTERPRISE PRODUCTS PARTNERS L.P.**

By: Enterprise Products GP, LLC, as general partner

Date: June 5, 2007

By: \_\_\_/s/ Michael J. Knesek\_\_\_\_\_

Name: Michael J. Knesek

Title: Senior Vice President, Controller  
and Principal Accounting Officer  
of Enterprise Products GP, LLC



Enterprise Products Partners L.P.  
P.O. Box 4324  
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(713) 381-6500

## **Enterprise Announces Resignation of President and Chief Executive Officer; Interim President and Chief Executive Officer Named**

*Houston, Texas (June 4, 2007)* –Enterprise Products Partners L.P. (NYSE:EPD) today announced that Robert G. Phillips has resigned as director, president and chief executive officer of its general partner, Enterprise Products GP, LLC, effective June 30, 2007.

In making this announcement, Dan L. Duncan, chairman of the board of directors of the general partner said, "I want to thank Bob Phillips for his leadership and contributions to Enterprise since the GulfTerra merger in September 2004. He was very important to the success of the merger and the subsequent integration of the two partnerships' businesses and operations. We wish Bob the best in his future endeavors."

"I am pleased with the progress we made at Enterprise over the last three years and look forward to the next stage of my career," stated Mr. Phillips. "I value the strong management team I led at GulfTerra and most recently at Enterprise, and I am confident that I am leaving the partnership in good hands."

The board of directors of its general partner has unanimously elected Dr. Ralph S. Cunningham to serve as interim president and chief executive officer in addition to his role as a director of the general partner effective June 30, 2007. Dr. Cunningham has served as group executive vice president and chief operating officer of the general partner since December 2005 and has had a distinguished career in the refining and petrochemical industries. He retired in 1997 from CITGO Petroleum Corporation, where he had served as president and chief executive officer since 1995, and before then he held senior management positions at Huntsman Corporation, Texaco Chemical, Clark Oil & Refining and Tenneco. He previously served as a director of the general partner of

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Enterprise Products Partners L.P. from 1998 until March 2005, and of EPCO, Inc. from 1987 to 1997. Additionally, Dr. Cunningham serves as a director on the boards of TETRA Technologies, Inc., EnCana Corporation, and Agrium, Inc.

Enterprise Products Partners L.P. is a publicly traded partnership that provides midstream energy services to producers and consumers of natural gas, natural gas liquids and crude oil in North America. Enterprise transports natural gas, NGLs and crude oil through more than 35,000 miles of onshore and offshore pipelines. Services include natural gas transportation, gathering, processing and storage; NGL fractionation (or separation), transportation, storage, and import and export terminaling; crude oil transportation and offshore production platform services. For more information, visit Enterprise on the web at [www.epplp.com](http://www.epplp.com). Enterprise Products Partners L.P. is managed by its general partner, Enterprise Products GP, LLC, which is wholly owned by Enterprise GP Holdings L.P. (NYSE: EPE), a publicly traded GP partnership. For more information on Enterprise GP Holdings L.P., visit its website at [www.enterprisegp.com](http://www.enterprisegp.com).

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