

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>DUNCAN DAN L</u> (Last) (First) (Middle) 2727 NORTH LOOP WEST (Street) HOUSTON TX 77008 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ENTERPRISE PRODUCTS PARTNERS L P</u> [EPD] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/07/2004 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | (A) or (D) | Price | | | | |
| Common Units Representing Limited Partnership Interests | | | | | | | | 108,000,118 | I ⁽¹⁾⁽²⁾ | BY EPDH | |
| Common Units Representing Limited Partner Interests | | | | | | | | 4,378,200 | I ⁽³⁾ | By 1998 Trust | |
| Common Units Representing Limited Partnership Interests | | | | | | | | 4,300,036 | I ⁽³⁾ | By 2000 Trust | |
| Common Units Representing Limited Partnership Interests | | | | | | | | 311,600 | D | | |
| Common Units Representing Limited Partnership Interests | 05/07/2004 | | | P | | 59,000 | A | \$20.8811 | 281,200 | I | By EPCO |
| Common Units Representing Limited Partnership Interests | 05/07/2004 | | | P | | 150,000 | A | \$20.9079 | 431,200 | I | By EPCO |
| Common Units Representing Limited Partnership Interests | 05/10/2004 | | | P | | 100,000 | A | \$20.2571 | 531,200 | I | By EPCO |

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 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 | | | | | |
| Employee Unit Options - Obligation to Sell ⁽⁴⁾ | (6) | | | | | | | (5) | (6) | Common Units | 1,698,000 | 1,698,000 | I | By EPCO |
| Class B Special Units | \$0 ⁽⁷⁾ | | | | | | | (7) | (7) | Common Units | 4,413,549 ⁽⁸⁾ | 4,413,549 | I | By EPDH |

1. Name and Address of Reporting Person*
DUNCAN DAN L
 (Last) (First) (Middle)
 2727 NORTH LOOP WEST
 (Street)
 HOUSTON TX 77008
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

ENTERPRISE PRODUCTS CO

(Last) (First) (Middle)
2727 NORTH LOOP WEST

(Street)
HOUSTON TX 77008

(City) (State) (Zip)

1. Name and Address of Reporting Person*

EPC PARTNERS II INC

(Last) (First) (Middle)
300 DELAWARE AVENUE, SUITE 900

(Street)
WILMINGTON DE 19801

(City) (State) (Zip)

1. Name and Address of Reporting Person*

**ENTERPRISE PRODUCTS DELAWARE
GENERAL LLC**

(Last) (First) (Middle)
300 DELAWARE AVENUE, 12TH FLOOR

(Street)
WILMINGTON DE 19801

(City) (State) (Zip)

1. Name and Address of Reporting Person*

**ENTERPRISE PRODUCTS DELAWARE
HOLDINGS L P**

(Last) (First) (Middle)
300 DELAWARE AVE., 12TH FLOOR

(Street)
WILMINGTON DE 19801

(City) (State) (Zip)

Explanation of Responses:

1. These Common Units are owned by Enterprise Products Delaware Holdings L.P. ("EPDH"), an indirect, wholly-owned subsidiary of Enterprise Products Company ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
2. EPDH is an indirect, wholly-owned subsidiary of EPC Partners II, Inc. ("EPCPII"), which is a direct, wholly-owned subsidiary of EPCO. The general partner of EPDH, Enterprise Products Delaware General, LLC, and the sole limited partner of EPDH, Enterprise Products Delaware Limited, LLC, are both wholly-owned subsidiaries of EPCPII.
3. EPCO is the grantor of the Duncan Family 1998 Trust, formerly the Enterprise Products 1998 Unit Option Plan Trust (the "1998 Trust"); and EPCO is the grantor of the Duncan Family 2000 Trust, formerly the Enterprise Products 2000 Rabbi Trust (the "2000 Trust"). These three trusts were established to acquire and hold Common Units of the issuer.
4. Options are issued under the Enterprise Products 1998 Employee Unit Option Plan and are exercisable for Common Units on a one-for-one basis.
5. Options remaining have exercise dates ranging from April 16, 2002, through November 30, 2006.
6. Options remaining have expiration dates ranging from September 30, 2009, through November 30, 2013 at prices ranging from \$7.75 to \$24.725.
7. Class B Special Units may become convertible into Common Units upon receipt of the requisite approval by the holders of the issuer's common units as required by the New York Stock Exchange.
8. Class B Special Units would be convertible to Common Units on a one-for-one basis.

Remarks:

John E. Smith, Attorney-in-Fact, on behalf of Dan L. Duncan, EPC Partners II, Inc., Enterprise Products Delaware Holdings L.P., and Enterprise Products Delaware General, LLC, and Assistant Secretary on behalf of Enterprise Products Company 05/11/2004

** 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.

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.

Joint Filer Information

Name: Enterprise Products Company Address: 2727 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: /s/ John E. Smith, Assistant Secretary, on behalf of Enterprise Products Company

Name: EPC Partners II, Inc. Address: 300 Delaware Avenue, Suite 900, Wilmington, DE 19801

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 EPC Partners II, Inc.

Name: Enterprise Products Delaware General, LLC Address: 300 Delaware Avenue, Suite 1200, Wilmington, DE 19801

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 EPC Partners II, Inc., as sole member of Enterprise Products Delaware General, LLC.

Name: Enterprise Products Delaware Holdings L.P. Address: 300 Delaware Avenue, Suite 1200, Wilmington, DE 19801

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 Enterprise Products Delaware General, LLC, as sole general partner of Enterprise Products Delaware Holdings L.P.

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