

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman	
(Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000		3. Date of Earliest Transaction (Month/Day/Year) 07/28/2008			
(Street) HOUSTON TX 77002		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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								120,086,279	I ⁽¹⁾	By DFIDH ⁽²⁾
Common Units Representing Limited Partnership Interests								5,918,200	I ⁽³⁾	By 1998 Trust
Common Units Representing Limited Partnership Interests								7,208,357	I ⁽³⁾	By 2000 Trust
Common Units Representing Limited Partnership Interests								13,454,498	I ⁽⁴⁾	By EGPH
Common Units Representing Limited Partnership Interests								487,100	I ⁽⁵⁾	By DD Securities
Common Units Representing Limited Partnership Interests	07/28/2008			P		4,352	A	\$29,3417	I ⁽⁶⁾⁽⁷⁾	By Enterprise Unit
Common Units Representing Limited Partnership Interests	07/28/2008			P		30,000	A	\$29,4271	D ⁽⁸⁾	

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				

1. Name and Address of Reporting Person*
DUNCAN DAN L

(Last) (First) (Middle)
1100 LOUISIANA STREET; SUITE 1000

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*
EPCO, Inc.

(Last) (First) (Middle)
2707 NORTH LOOP WEST

(Street)
HOUSTON TX 77008

(City) (State) (Zip)

1. Name and Address of Reporting Person*
DUNCAN FAMILY INTERESTS, INC.

(Last) (First) (Middle)
103 FOULK ROAD, SUITE 200

(Street)
WILMINGTON DE 19803

(City) (State) (Zip)

1. Name and Address of Reporting Person*
DFI DELAWARE GENERAL, LLC

(Last) (First) (Middle)
103 FOULK ROAD, SUITE 200

(Street)
WILMINGTON DE 19803

(City) (State) (Zip)

1. Name and Address of Reporting Person*
DFI DELAWARE HOLDINGS L.P.

(Last) (First) (Middle)
103 FOULK ROAD, SUITE 200

(Street)
WILMINGTON DE 19803

(City) (State) (Zip)

Explanation of Responses:

- 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.
- 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.
- 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.
- These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by DD Securities LLC ("DD Securities"). The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly-

owned subsidiary of Dan Duncan LLC. Dan L. Duncan, voting trustee, is the sole member of Dan Duncan LLC.

5. These Common Units are directly owned by DD Securities

6. These Common Units are owned directly by Enterprise Unit L.P. ("Enterprise Unit") and beneficially owned by the reporting persons to the extent of the interest of EPCO Holdings, Inc. ("EPCO Holdings") in these securities as a Class A limited partner in Enterprise Unit. The Class A limited partner interest generally entitles the holder to the amount of any contributions of cash or cash equivalents made by the Class A limited partner, as adjusted for the Class A limited partner to receive a preferred return rate equal to 5% per annum from February 20, 2008. The reporting persons disclaim beneficial ownership of the securities held by Enterprise Unit, except to the extent of their pecuniary interest in the securities. Within 30 days after February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and expects to distribute to the Class B limited partners a total number of Common Units equal to (i) [continued in footnote 7]

7. (i) [continued from footnote 8] the total number of units acquired by Enterprise Unit minus (ii) the quotient of one-half of the aggregate contributions of cash or cash equivalents made by the Class A limited partner, plus (iii) any undistributed preferred return, divided by (iv) the fair market value (as defined) of the Common Units calculated as of February 20, 2014 (or an earlier Vesting Date). The remaining Common Units will be distributed to EPCO Holdings as the Class A limited partner.

8. The powers of attorney under which this form was signed are on file with the Commission EXCEPT THAT Dan L. Duncan has executed a new power of attorney relative to SEC Form 3, 4, and 5 filings with respect to holdings of or trading in securities issued by Enterprise Products Partners L.P. (the "EPD POA") and the new EPD POA is attached as Exhibit 24.

Remarks:

[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.](#) [07/29/2008](#)

** 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.

KNOW ALL PERSONS BY THIS DOCUMENT: That I, Dan L Duncan, have made, constituted, and appointed, and by this document do make, constitute, and appoint Richard

_____/s/ Richard H. Bachmann _____

Richard H. Bachmann, Attorney-in-Fact

_____/s/ Stephanie C. Hildebrandt _____

Stephanie C. Hildebrandt, Attorney-in-Fact

_____/s/ Philip C. Neisel _____

Philip C. Neisel, Attorney-in-Fact

_____/s/ William L. Soula _____

William L. Soula, Attorney-in-Fact

_____/s/ Vickie L. Graham _____

Vickie L. Graham, Attorney-in-Fact

or any of them, signing singly, my true and lawful attorney-in-fact, and in my name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as a director and an officer of Enterprise Products GP, LLC, the sole gener
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and time
3. Take any other action of any type whatsoever in connection with or in furtherance of the matters described in paragraphs 1 and 2 above which in the opinion of it

Giving and granting to each such attorney-in-fact full power and authority to do and perform every act necessary and proper to be done in the exercise of the

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _ 17th _ day of _ July _ 2008.

_____/s/ Dan L. Duncan _____

DAN L. DUNCAN