

OMB APPROVAL	
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* <b>SNELL RICHARD S</b>			2. Issuer Name and Ticker or Trading Symbol <b>ENTERPRISE PRODUCTS PARTNERS L P [ EPD ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/20/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2727 NORTH LOOP WEST			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>HOUSTON TX</b>	<b>77008</b>						
(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	05/20/2004		J <sup>(1)</sup>		295	A	\$20.41	2,758	D	
Common Units Representing Limited Partnership Interests								3,000 <sup>(2)</sup>	I	By trust.
Common Units Representing Limited Partnership Interests								3,000 <sup>(3)</sup>	I	By trust.
Common Units Representing Limited Partnership Interests								100	I	By wife. <sup>(4)</sup>

**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 - 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 <sup>(5)</sup>	D	

**Explanation of Responses:**

- These Common Units were acquired from the issuer as compensation for service as a director of its general partner.
- 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.
- 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 owned by it.
- 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.
- A copy of the power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

John E. Smith, attorney-in-fact, 05/20/2004  
on behalf of Richard S. Snell

\*\* 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.**