

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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</u> <u>P [EPD]</u>	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) <input type="checkbox"/> Other (specify below) Chairman
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2003	

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Units Representing Limited Partnership Interests							112,100,118 ⁽¹⁾⁽²⁾	I ⁽³⁾	By EPDH
Common Units Representing Limited Partnership Interests							4,278,200 ⁽²⁾	I ⁽⁴⁾	By 1998 Trust
Common Units Representing Limited Partnership Interests							2,000,036	I ⁽⁴⁾	By 2000 Trust
Common Units Representing Limited Partnership Interests							111,600	D	

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)
					(A)	(D)	Date Exercisable	Expiration Date					
Employee Unit Options - Obligation to Sell	(5)						(6)	(7)	Common Units	1,938,000	1,938,000	I	By EPCO
Class B Special Units	\$0						(8)(9)	(8)	Common Units	4,413,549	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 AVENUE, 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"). The Reporting Person owns 50.427% of the voting securities of EPCO.
2. This total is corrected from the initial filing and reflects the transfer of 2,000,000 Common Units by EPDH to the 1998 Trust in December, 2003, a transfer that did not result a change in beneficial ownership, and the purchase in 2003 of 2,699,548 Common Units under the issuer's Distribution Reinvestment Plan.
3. 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.
4. 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").
5. Options are issued under the Enterprise Products 1998 Employee Unit Option Plan and are exercisable for Common Units on a one-for-one basis at prices ranging from \$7.75 through \$24.725.
6. Options have exercise dates ranging from April 2, 2002, through November 30, 2006.
7. Options have expiration dates ranging from September 30, 2009, through November 30, 2012.
8. Class B Special Units may become convertible into Common Units upon receipt of the requisite approval of the issuer's Common Units as required by the New York Stock Exchange.
9. Class B Special Units would be convertible into 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 Proeucts Company. 02/17/2004

** 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.

