| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

| 1. Name and Address of Reporting Person [*] Skoog Christopher R. (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1000 | | | 2. Issuer Name and Ticker or Trading Symbol <u>ENTERPRISE PRODUCTS PARTNERS L</u> <u>P</u> [EPD] 3. Date of Earliest Transaction (Month/Day/Year) 12/19/2008 | | tionship of Reporting Perso all applicable) Director Officer (give title below) Senior Vice Pres | 10% Owner Other (specify below) |
|---|---------------|----------------|---|------------------------|---|---------------------------------------|
| (Street) HOUSTON (City) | TX (State) | 77002 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person | ing Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (| | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) | | | |
| 12/19/2008 | | Р | | 3,000 | A | \$21.05 | 46,600 ⁽¹⁾ | D | | | | |
| 12/19/2008 | | Р | | 600 | A | \$21.24 | 47,200 ⁽¹⁾ | D ⁽²⁾ | | | | |
| | Date (Month/Day/Year) | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) 12/19/2008 | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transa Code 8) 12/19/2008 P | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) 12/19/2008 P | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Disposed Of 5) 12/19/2008 Code V Amount 12/19/2008 P 3,000 | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Disposed Of (D) (Instr 5) 12/19/2008 Code V Amount (A) or (D) P 3,000 A | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code 8) Disposed Of (D) (Instr. 3, 4 and 5) Code V Amount (A) or (D) Price 12/19/2008 P 3,000 A \$21.05 | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 3) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 12/19/2008 P P 3,000 A \$21.05 46,600 ⁽¹⁾ | Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction of any (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially (D) Form: Direct (D) or Indirect (D) or Indire | | | |

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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title Amour Securi Underi Deriva Securi and 4) | nt of ties ying | 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 | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Includes common units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.

2. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

 Wiliam L. Soula, Attorney-in

 Fact on behalf of Christopher
 12/22/2008

 R. Skoog
 12/22/2008

** 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.