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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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**Enterprise Products Partners L.P.**

(Name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**76-0568219**  
(IRS Employer  
Identification No.)

**2727 North Loop West**  
**Houston, Texas 77008**  
(Address of Principal Executive Offices, including Zip Code)

**Enterprise Products Company**  
**Employee Unit Purchase Plan**  
(Full Title of the Plan)

**Richard H. Bachmann**  
**Executive Vice President, Chief Legal Officer and Secretary**  
**2727 North Loop West**  
**Houston, Texas 77008**  
**(713) 880-6500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Michael P. Finch**  
**Vinson & Elkins L.L.P.**  
**1001 Fannin, Suite 2300**  
**Houston, Texas 77002-6760**  
**(713) 758-2222**

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee
Common Units of Enterprise Products Partners L.P.	1,000,000 Units(1)	\$20.44	\$20,440,000	\$2,590.00

- (1) Includes an indeterminate number of Units that may become issuable pursuant to the anti-dilution Provisions of the Third Amended and Restated Limited Partnership Agreement of Enterprise Products Partners L.P., as amended.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices reported on The New York Stock Exchange on May 13, 2004 (\$20.44 per unit).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 registers for sale under the Securities Act of 1933, as amended, an additional 1,000,000 Common Units of Enterprise Products Partners L.P. pursuant to the Enterprise Products Company Employee Unit Purchase Plan (the "Plan"). Pursuant to General Instruction E of Form S-8, the contents of the Company's previously filed Registration Statement on Form S-8 (File No. 333-82486), are incorporated herein by reference.

#### **Item 8. Exhibits.**

Unless otherwise indicated below as being incorporated by reference to another filing of the registrant with the Commission, each of the following exhibits is filed herewith:

- 4.1 Enterprise Products Company Employee Unit Purchase Plan (Third Amendment and Restatement) (incorporated by reference to Appendix A to the registrant's Notice of Written Consent dated April 22, 2004, filed with the Commission on April 22, 2004)
- 4.2 Third Amended and Restated Agreement of Limited Partnership of Enterprise Products Partners L.P., as restated to include all amendments through December 17, 2003 (incorporated by reference to Exhibit 3.1 to Form 8-K filed with the Commission on February 10, 2004)
- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of PricewaterhouseCoopers LLP
- 23.3 Consent of Netherland, Sewell & Associates, Inc.
- 23.4 Consent Vinson & Elkins L.L.P. (included in Exhibit 5.1)
- 24.1 Powers of Attorney (included on the signature page to this registration statement)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 19th day of May, 2004.

ENTERPRISE PRODUCTS PARTNERS L.P.

BY: ENTERPRISE PRODUCTS G.P., LLC,  
As General Partner

By: /s/ O.S. Andras

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O.S. Andras  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints O.S. Andras and Richard H. Bachmann, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities on the 19th day of May 2004.

<u>Signature</u>	<u>Title</u> <b>(of Enterprise Products GP, LLC)</b>
/s/ Dan L. Duncan _____ Dan L. Duncan	Chairman of the Board and Director
/s/ O.S. Andras _____ O.S. Andras	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Michael A. Creel _____ Michael A. Creel	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Michael J. Knesek _____ Michael J. Knesek	Vice President, Controller and Principal Accounting Officer
_____ Dr. Ralph S. Cunningham	Director
/s/ Lee W. Marshall, Sr. _____ Lee W. Marshall, Sr.	Director
_____ Richard S. Snell	Director

## INDEX TO EXHIBITS

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[Letterhead of Vinson &amp; Elkins L.L.P.]

May 18, 2004

Enterprise Products Partners L.P.  
2727 North Loop West  
Houston, Texas 77008

Gentlemen:

We have acted as counsel for Enterprise Products Partners L.P., a Delaware limited partnership (the "Registrant"), with respect to certain legal matters in connection with the registration by the Registrant under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale of up to 1,000,000 additional common units of limited partner interests (the "Units"), for issuance under the Enterprise Products Company Employee Unit Purchase Plan (Third Amendment and Restatement) (the "Plan").

In connection with the foregoing, we have examined or are familiar with the Third Amended and Restated Agreement of Limited Partnership of the Registrant dated as of May 15, 2002, as amended, (the "Partnership Agreement"), the First Amended and Restated Limited Liability Company Agreement of Enterprise Products GP, LLC, a Delaware limited liability company and the general partner of the Registrant, the Articles of Incorporation and Bylaws of Enterprise Products Company, a Texas corporation, the Plan, the partnership and limited liability company proceedings with respect to the registration of the Units, the corporate and partnership proceedings with respect to the adoption of the Plan, the Registration Statement on Form S-8 filed in connection with the registration of the Units (the "Registration Statement"), and such other certificates, instruments, and documents as we have considered necessary or appropriate for purposes of this opinion.

Based upon the foregoing, we are of the opinion that the Units have been duly authorized and when issued by the Registrant and delivered pursuant to the Plan will be validly issued, fully paid (to the extent required by the Partnership Agreement) and non-assessable (except as such non-assessability may be affected by Section 17-607 of the Delaware Revised Uniform Limited Partnership Act and as described or incorporated by reference into the prospectus issued under the Registration Statement).

The foregoing opinion is limited to the laws of the United States of America and the States of Delaware and Texas. For purposes of this opinion, we assume that the Units will be issued in compliance with all applicable state securities or Blue Sky laws.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ VINSON &amp; ELKINS L.L.P.

**INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in this Registration Statement of Enterprise Products Partners L.P. on Form S-8 of (i) our report dated March 9, 2004 (such report expresses an unqualified opinion and includes an explanatory paragraph referring to the change in the method of accounting for goodwill in 2002 and derivative instruments in 2001), appearing in the Annual Report on Form 10-K of Enterprise Products Partners L.P. for the year ended December 31, 2003 and (ii) our report dated March 16, 2004 with respect to the balance sheet of Enterprise Products GP, LLC, appearing in Exhibit 99.1 in the Current Report on Form 8-K of Enterprise Products Partners L.P. filed with the Securities and Exchange Commission on March 22, 2004.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas  
May 19, 2004

**CONSENT OF INDEPENDENT ACCOUNTANTS**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Enterprise Product Partners L.P. of (i) our report dated April 15, 2004 relating to the combined financial statements of El Paso Hydrocarbons, L.P. and El Paso NGL Marketing, L.P., which appears in the Current Report on Form 8-K of Enterprise Products Partners L.P. dated April 16, 2004 and (ii) (A) our report dated March 12, 2004 relating to the consolidated financial statements of GulfTerra Energy Partners, L.P. and (B) our report dated March 17, 2004 relating to the financial statements of Poseidon Oil Pipeline Company, L.L.C., appearing in the Current Report on Form 8-K of Enterprise Products Partners L.P. dated April 20, 2004.

/s/ PricewaterhouseCoopers LLP

Houston, TX  
May 19, 2004

**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS**

We consent to the incorporation by reference into the Registration Statement on Form S-8 of Enterprise Products Partners L.P. listed therein of our reserve report dated as of December 31, 2001, which is included in the Current Report on Form 8-K of Enterprise Products Partners L.P. filed with the Securities and Exchange Commission on April 20, 2004.

Netherland, Sewell & Associates, Inc.

/s/ Frederic D. Sewell

By: \_\_\_\_\_

Frederic D. Sewell  
Chairman and Chief Executive Officer

Dallas, Texas  
May 19, 2004