

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* <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 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) Other (specify below) <p style="text-align: center;"><u>Chairman</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) 07/29/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	07/29/2004		j <sup>(1)</sup>		4,413,549	A	\$0	111,504,867 <sup>(2)(3)</sup>	I	By DFIH <sup>(4)</sup> <sup>(5)</sup>
Common Units Representing Limited Partner Interests								5,918,200 <sup>(2)</sup>	I <sup>(6)</sup>	By 1998 Trust
Common Units Representing Limited Partnership Interests								4,300,036	I <sup>(6)</sup>	By 2000 Trust
Common Units Representing Limited Partnership Interests								427,200	I <sup>(7)</sup>	By 1999 Trust
Common Units Representing Limited Partnership Interests								311,600	D	
Common Units Representing Limited Partnership Interests								0 <sup>(3)</sup>	I	By EPCO

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	Title	Amount or Number of Shares				
Employee Unit Options - Obligations to Sell #99-7 <sup>(8)</sup>	\$9							10/01/2002	09/30/2009	Common Units	10,000		1,978,000 <sup>(9)(10)</sup>	I	By EPCO
Class B Special Units	\$0	07/29/2004		j <sup>(1)</sup>		4,413,549		(11)	(11)	Common Units	4,413,549	\$0	0	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)  
 103 FOULK ROAD, SUITE 200  
 (Street)  
 WILMINGTON DE 19803  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ENTERPRISE PRODUCTS DELAWARE GENERAL LLC  
 (Last) (First) (Middle)  
 103 FOULK ROAD, SUITE 200  
 (Street)  
 WILMINGTON DE 19803  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P</a>		
(Last)	(First)	(Middle)
<a href="#">103 FOULK ROAD, SUITE 200</a>		
(Street)		
<a href="#">WILMINGTON</a>	<a href="#">DE</a>	<a href="#">19803</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

- All Class B Special Units of the issuer converted into Common Units on a one-to-one basis upon approval by vote of the holders of the issuer's Common Units as required by the New York Stock Exchange.
- Total reflects the transfer, without consideration, of 1,440,000 Common Units from DFIH to the 1998 Trust on June 24, 2004.
- Total reflects the transfer, without consideration, of 531,200 Common Units from EPCO to DFIH on July 6, 2004.
- These Common Units are owned by DFI Delaware Holdings L.P., formerly known as Enterprise Products Delaware Holdings L.P. ("DFIH"), an indirect, wholly-owned subsidiary of EPCO, Inc., formerly known as Enterprise Products Company ("EPCO"). The reporting person owns 50.427% of the voting stock of EPCO.
- DFIH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc., formerly known as EPC Partners II, Inc. ("DFI"), which is a direct, wholly-owned subsidiary of EPCO. The general partner of DFIH, DFI Delaware General, LLC, formerly known as Enterprise Products Delaware General, LLC, and the sole limited partner of DFIH, DFI Delaware Limited, LLC, formerly known as Enterprise Products 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.
- Enterprise Products Operating L.P., a wholly-owned subsidiary of the issuer, is the grantor of the EPOLP 1999 Grantor Trust (the "1999 Trust"). It was established to acquire and hold Common Units of the issuer.
- Options are issued under the Enterprise Products 1998 Employee Unit Option Plan and are exercisable for Common Units on a one-for-one basis.
- Options have exercise dates ranging from April 16, 2002, through May 10, 2008.
- Options have expiration dates ranging from September 30, 2009, through May 10, 2014 at prices ranging from \$7.75 to \$24.725.
- Class B Special Units of the issuer were convertible into Common Units on a one-to-one basis upon approval by vote of the holders of the issuer's Common Units as required by the New York Stock Exchange.

**Remarks:**

[John E. Smith, Attorney-in-Fact, on behalf of Dan L. Duncan, Duncan Family Holdings, Inc., DFI Delaware Holdings L.P. and DFI Delaware General, LLC, and Assistant Secretary on behalf of EPCO, Inc.](#) [08/02/2004](#)

\*\* 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: EPCO, Inc., formerly known as 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 Duncan Products Company

Name: Duncan Family Interests, Inc., formerly known as EPC Partners II, Inc.

Address: Brandywine Plaza, Suite 200, 103 Foulk Road, Wilmington, DE 19803

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 Duncan Family Interests, Inc.

Name: DFI Delaware General, LLC, formerly known as Enterprise Products Delaware General, LLC

Address: Brandywine Plaza, Suite 200, 103 Foulk Road, Wilmington, DE 19803

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 Duncan Family Interests, Inc., as sole member of DFI Delaware General, LLC.

Name: DFI Delaware Holdings L.P., formerly known as Enterprise Products Delaware Holdings L.P.

Address: Brandywine Plaza, Suite 200, 103 Foulk Road, Wilmington, DE 19803

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 DFI Delaware General, LLC, as sole general partner of DFI Delaware Holdings L.P.

Copies of the powers of attorney under which this statement was executed are on file with the Commission.

Issuer Name and Trading Symbol: Enterprise Products Partners L.P. [EPD]