

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b><u>KNESEK MICHAEL J</u></b>			2. Issuer Name and Ticker or Trading Symbol <b><u>ENTERPRISE PRODUCTS PARTNERS L P [ EPD ]</u></b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b><u>Sr. V.P., P.A.O., &amp; Controller</u></b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b><u>05/22/2008</u></b>			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		
<b><u>1100 LOUISIANA STREET; SUITE 1000</u></b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	<b><u>HOUSTON TX 77002</u></b>				

**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			
<b><u>Common Units Representing Limited Partnership Interests</u></b>	<b><u>05/22/2008</u></b>		<b><u>A</u></b>		<b><u>8,600</u></b>	<b><u>A</u></b>	<b><u>\$0<sup>(1)</sup></u></b>	<b><u>44,916<sup>(2)</sup></u></b>	<b><u>D</u></b>	
<b><u>Common Units Representing Limited Partnership Interests</u></b>								<b><u>362.62<sup>(3)</sup></u></b>	<b><u>I</u></b>	<b><u>By wife<sup>(4)</sup></u></b>

**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
<b><u>Employee Unit Options - Right to Buy #008-12</u></b>	<b><u>\$30.93</u></b>	<b><u>05/22/2008</u></b>		<b><u>A</u></b>		<b><u>30,000</u></b>		<b><u>05/22/2012</u></b>	<b><u>12/31/2013</u></b>	<b><u>Common Units</u></b>	<b><u>30,000</u></b>	<b><u>\$0</u></b>	<b><u>30,000</u></b>	<b><u>D<sup>(5)</sup></u></b>	

**Explanation of Responses:**

- No consideration.
- Includes common units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.
- All of these Common Units were acquired by the reporting person's wife in the issuer's Employee Unit Purchase Plan and Distribution Reinvestment Plans.
- The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

**Richard H. Bachmann,**  
**Attorney-in-Fact on behalf of** **05/27/2008**  
**Michael J. Knesek,**

\*\* 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.