

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 2)**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 30, 2004

**ENTERPRISE PRODUCTS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

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

**1-14323**  
(Commission File Number)

**76-0568219**  
(I.R.S. Employer  
Identification No.)

**2727 North Loop West, Houston, Texas**  
(Address of Principal Executive Offices)

**77008-1044**  
(Zip Code)

Registrant's Telephone Number, including Area Code: **(713) 880-6500**

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

## EXPLANATORY NOTE

The purpose of this Form 8-K is to file the correct version of Mr. Bart Heijermans' award agreement governing his holdings of restricted and phantom Enterprise common units. The information contained within this Form 8-K replaces that presented in Item 1.01 and Item 9.01(c) Exhibit 10.1 of our Form 8-K dated October 5, 2004.

### **Item 1.01. Entry into a Material Definitive Agreement.**

On September 30, 2004, GulfTerra Energy Partners, L.P. ("GulfTerra") merged with a subsidiary of Enterprise Products Partners L.P. ("Enterprise"). In connection with this merger, Enterprise and GulfTerra executed an agreement with Mr. Heijermans (who was elected Senior Vice President of Enterprise on the effective date of the merger), pursuant to which the parties agreed that, upon the effective date of the merger, (i) Mr. Heijermans' 15,000 outstanding restricted GulfTerra common units would be converted into 27,150 restricted Enterprise common units that carry the same restrictions as those set forth for such units in his award agreement dated August 15, 2003 under GulfTerra's 1998 Omnibus Compensation Plan (the "GulfTerra Plan"), and (ii) Mr. Heijermans' 15,000 performance-based restricted GulfTerra common units would be exchanged for 27,150 phantom Enterprise common units issued under Enterprise's 1998 Long-Term Incentive Plan that would carry the same restrictions as those set forth for such exchanged units in the GulfTerra Plan.

The restricted Enterprise common units will cliff vest on June 1, 2007, provided Mr. Heijermans remains continuously employed by Enterprise or its affiliates until such date. The restrictions on the phantom Enterprise common units will lapse on June 1, 2007, provided the total cash flow (or "EBITDA") from the Marco Polo Platform and Export Pipelines Project since startup equals or exceeds EBITDA of \$180 million (the "Target EBITDA") and that he remains continuously employed by Enterprise or its affiliates until such date. If on June 1, 2007, the total EBITDA for such project is equal to or greater than 75% of the Target EBITDA, the restrictions will lapse on a total number of phantom Enterprise common units equal to the percentage (not to exceed 100%) of the Target EBITDA achieved, with any remaining phantom Enterprise common units being forfeited.

---

**Item 9.01. Financial Statements and Exhibits.**

**(a) Financial statements of businesses acquired.**

Not applicable.

**(b) Pro forma financial information.**

Not applicable.

**(c) Exhibits.**

Exhibit No.   Description

10.1\*   Letter Agreement dated September 30, 2004, among Enterprise Products Partners L.P., GulfTerra Energy Partners, L.P. and Mr. Bart Heijermans.

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.

By:   Enterprise Products GP, LLC,  
     its General Partner

Date: October 18, 2004

By:   /s/ Michael J. Knesek

\_\_\_\_\_  
Name: Michael J. Knesek  
Title: Vice President, Controller and Principal  
     Accounting Officer of Enterprise  
     Products GP, LLC

---

GULFTERRA ENERGY PARTNERS, L.P.  
4 Greenway Plaza  
Houston, Texas 77046

ENTERPRISE PRODUCTS PARTNERS L.P.  
2727 North Loop West  
Houston, Texas 77008

September 30, 2004

Mr. Bart Heijermans  
Senior Vice President, Offshore

Re: Effect of the GulfTerra Energy Partners, L.P. ("**GTM**")/ Enterprise Products Partners L.P. ("**EPD**") merger on your GTM restricted units and performance-based restricted units

Dear Bart:

Pursuant to the award agreement dated August 15, 2003 (your "**Award Agreement**"), GTM granted you a special award of 15,000 restricted units and 15,000 performance-based restricted units under the 1998 Omnibus Compensation Plan (as amended, restated, supplemented or otherwise modified, the "**GTM Plan**"). This letter (this "**Letter Agreement**") confirms our arrangement with respect to those units and how they will be treated upon and after the closing of the merger between GTM and EPD. Each GTM restricted unit and GTM performance-based restricted unit will, at the closing of the merger, be exchanged for 1.81 comparable EPD awards, or 27,150 EPD restricted units and 27,150 EPD phantom units. Although the GTM Plan will terminate upon the closing of the merger, the EPD restricted units and EPD phantom units will be subject to the same restrictions and entitlements as those contained in the GTM Plan (as though it had not been terminated and with the substitution of EPD for GTM as the "Company" therein and of EPD's general partner as the "General Partner" therein) and this Letter Agreement. The EPD phantom units will be granted under the Enterprise Products 1998 Long-Term Incentive Plan ("**EPD Plan**"). If the merger does not close, this Letter Agreement will terminate, and your Award Agreement and the GTM Plan will remain in effect.

#### **EPD RESTRICTED UNITS**

The EPD restricted units will cliff vest on June 1, 2007, provided you remain continuously employed by EPD or its affiliates until such date. As discussed above, these EPD restricted units will be subject to the same restrictions set forth in the GTM Plan, including prohibitions against transfer and resale. During the restriction period, as is true with respect to your GTM restricted units, you may vote your EPD restricted units and will receive any distributions on those EPD restricted units.

#### **EPD PHANTOM UNITS**

The restrictions on the EPD phantom units will lapse on June 1, 2007, provided that the total cash flow (EBITDA) from the Marco Polo Platform and Export Pipelines Project equals or exceeds

the Target EBITDA, and that you remain continuously employed by EPD or its affiliates until such date. The Target EBITDA is \$180MM and will be measured from start-up through June 1, 2007.

If on June 1, 2007, the total EBITDA is greater than or equal to 75% of the Target EBITDA, the restrictions will lapse on a total number of EPD phantom units equal to the percentage (not to exceed 100%) of the Target EBITDA achieved (as long as equal to or greater than 75%), with any remaining EPD phantom units forfeited. If the total EBITDA is less than 75% of the Target EBITDA on such date, then all of the EPD phantom units will be forfeited. EPD phantom units that become vested may be paid in EPD common units, cash or any combination thereof under the terms of the EPD Plan, as determined by the EPD Plan's committee

As discussed above, these EPD performance-based restricted phantom units will be subject to the same restrictions set forth in the GTM Plan, including prohibitions against transfer and resale. During the restriction period, you may not vote your EPD phantom units nor will you receive any distributions on those EPD phantom units.

Sincerely,

**GULFTERRA ENERGY PARTNERS, L.P.**

By: /s/ James H. Lytal

\_\_\_\_\_  
James H. Lytal  
*President and Chief Commercial Officer*

**ENTERPRISE PRODUCTS PARTNERS L.P.**

By: Enterprise Products GP, LLC,  
its general partner

By: /s/ Michael A. Creel

\_\_\_\_\_  
Michael A. Creel  
*Executive Vice President and  
Chief Financial Officer*

AGREED TO AND ACCEPTED AS OF  
THE DATE FIRST WRITTEN ABOVE:

/s/ Bart Heijermans

---

Bart Heijermans

---