

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>PHILLIPS ROBERT G</u> (Last) (First) (Middle) <u>4 GREENWAY PLAZA</u> (Street) <u>HOUSTON TX 77046</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GULFTERRA ENERGY PARTNERS L P [GTM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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
Unit Option (right to buy)	\$34.99	07/30/2004		D		97,500		09/19/2002	09/19/2011	COMMON UNITS	97,500	\$0 ⁽¹⁾	0	D	

Explanation of Responses:

1. In connection with the merger between the issuer and Enterprise Products Partners L.P., the reporting person entered into a repurchase agreement and may exercise any options at any time. Any options outstanding on the last business day prior to the effectiveness of the merger will be repurchased by the issuer. The options of the reporting person will be repurchased in the form of cash and common units at a price equal to the quotient derived by dividing (a) the positive difference between (i) \$43.00, which represents the determination of the fair value of the options, minus (ii) the exercise price, by (b) 85 percent, which provides a 15 percent premium to lessen any related tax burden. The number of common units will be determined by dividing the foregoing common unit portion of the quotient by the average closing prices of GTM common units over the twenty trading day period ending on the fourth business day prior to the merger.

David L. Siddall (POA) 08/03/2004

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, ROBERT G. PHILLIPS, hereby appoints David L. Siddall, Corporate Secretary; Peggy A. Heeg, General Counsel for El Paso Corporation; Cara E. Bergen, Attorney for El Paso Corporation; Alan D. Bishop, Director of Shareholder Relations for El Paso Corporation, or Stacy J. James, Manager of Shareholder Relations of El Paso Corporation, to be the true and lawful attorneys-in-fact for the undersigned, for him and in his name, place and stead to execute, acknowledge, deliver and file, as required, with the Securities and Exchange Commission, national securities exchanges and El Paso Energy Partners, L.P. (the Company), the following forms with respect to securities of the Company: (i) Forms 3, 4 and 5 (including amendments thereto) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and (ii) Form 144 (including amendments thereto) in accordance with the Securities Act of 1933, as amended, and the rules and regulations thereunder, and hereby grants to each of David L. Siddall, Peggy A. Heeg, Cara E. Bergen, Alan D. Bishop or Stacy J. James full power and authority, to act individually, to perform all acts necessary to complete such purposes.

The undersigned agrees that the attorneys-in-fact herein, David L. Siddall, Peggy A. Heeg, Cara E. Bergen, Alan D. Bishop or Stacy J. James, may rely entirely on information furnished orally or in writing by the undersigned to such attorneys-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorneys-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to the attorneys-in-fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 and Form 144 (including amendments thereto) and agrees to reimburse the Company and the attorneys-in-fact herein for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

The validity of this Power of Attorney shall not be affected in any manner by reason of the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than those named herein.

The undersigned agrees and represents to those dealing with its attorneys-in-fact herein, David L. Siddall, Peggy A. Heeg, Cara E. Bergen, Alan D. Bishop or Stacy J. James, that this Power of Attorney is for indefinite duration and may be voluntarily revoked only by written notice to such attorney-in-fact, delivered by registered mail or certified mail, return receipt requested.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of August, 2002.

S/ROBERT G. PHILLIPS