

ENTERPRISE PRODUCTS PARTNERS L P
 Form 4
 August 04, 2006

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DUNCAN DAN L

2. Issuer Name and Ticker or Trading Symbol
 ENTERPRISE PRODUCTS PARTNERS L P [EPD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 SUITE 1800, 1100 LOUISIANA STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/02/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

HOUSTON, TX 77002
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
				(A) or (D) Code V Amount (D) Price			
Common Units Representing Limited Partnership Interests					118,078,425	I ⁽¹⁾	By DFIDH ⁽²⁾
Common Units Representing Limited Partnership					5,918,200	I ⁽³⁾	By 1998 Trust

Interests

Common
Units
Representing
Limited
Partnership
Interests

6,077,470

I ⁽³⁾

By 2000
Trust

Common
Units
Representing
Limited
Partnership
Interests

13,454,498

I ⁽⁴⁾

By EGPH

Common
Units
Representing
Limited
Partnership
Interests

856,100

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Unit Options-Obligation to Sell #98-62 ⁽⁵⁾ ⁽⁶⁾ ₍₇₎ ₍₈₎	\$ 21.15	08/02/2006		M ⁽⁹⁾	20,000	08/05/2004 08/05/2011	Common Units	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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