

ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P

Form 4

November 22, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

2727 NORTH LOOP WEST

(Street)

HOUSTON, TX 77008

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

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

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)
			Code	V	Amount	(D)	Price
Common Units Representing Limited Partnership Interests					112,443,164	I ⁽¹⁾	By DFIDH ⁽²⁾
Common Units Representing Limited Partner Interests					5,918,200	I ⁽³⁾	By 1998 Trust

Common Units Representing Limited Partnership Interests	4,861,739	I ⁽³⁾	By 2000 Trust
Common Units Representing Limited Partnership Interests	427,200	I ⁽⁴⁾	By 1999 Trust
Common Units Representing Limited Partnership Interests	510,700	D	

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

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SEC 1474
(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 A Underlying Se (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Employee Unit Options - Obligations to Sell #99-10 ⁽⁵⁾	\$ 9 ⁽⁶⁾	11/19/2004		M ⁽⁷⁾	40,000	04/16/2002 ⁽⁹⁾ 09/30/2009 ⁽¹⁰⁾	Common Units
Employee Unit Options - Obligation	\$ 15.925 ⁽⁶⁾	11/19/2004		M ⁽⁷⁾	20,000	01/31/2004 ⁽⁹⁾ 01/31/2010 ⁽¹⁰⁾	Common Units

to Sell
#98-31 ⁽⁵⁾

Employee
Unit

Options -	\$ 9 ⁽⁶⁾	11/19/2004	M ⁽⁸⁾	10,000	04/16/2002 ⁽⁹⁾	09/30/2009 ⁽¹⁰⁾	Common
Obligation							Units
to Sell							
#98-21 ⁽⁵⁾							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN DAN L 2727 NORTH LOOP WEST HOUSTON, TX 77008	X	X	Chairman	
ENTERPRISE PRODUCTS CO 2707 NORTH LOOP WEST HOUSTON, TX 77008		X		
EPC PARTNERS II INC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803		X		DFI Delaware General, LLC
DFI DELAWARE GENERAL, LLC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803				DFI Delaware Holdings L.P.
ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803		X		

Signatures

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.

11/22/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). The reporting person owns 50.427% of the voting stock of EPCO.

(2) DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is a direct, wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.

(3)

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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.

- (4) 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

- (5) Options are issued under the Enterprise Products 1998 Employee Unit Option Plan to employees of EPCO and outside directors of the issuer's general partner and are exercisable for Common Units on a one-for-one basis. DAN L. DUNCAN HOLDS NO OPTIONS IN THE ISSUER'S SECURITIES.

- (6) Options have exercise prices ranging from \$7.75 to \$24.725.

- (7) Options exercised by an employee of EPCO who IS a Section 16 officer of the issuer's general partner.

- (8) Options exercised by an employee of EPCO who IS NOT a Section 16 officer of the issuer's general partner.

- (9) Options have exercise dates ranging from April 16, 2002, through September 30, 2008.

- (10) Options have expiration dates ranging from September 30, 2009, through September 30, 2014.

- (11) The power of attorney under which this form was signed is on file with the Commission.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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