

ENTERPRISE PRODUCTS PARTNERS L P  
 Form 4/A  
 January 03, 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)  
 2727 NORTH LOOP WEST  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/28/2005

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

HOUSTON, TX 77008  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 12/30/2005

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 | 12/28/2005                           |  | P                              |   | 83,700  | A  | \$ 23.607   |
| Common Units Representing Limited Partnership Interests | 12/29/2005                           |  | P                              |   | 16,300  | A  | \$ 23.73  |
|   |                                      |  |                                |   | 613,938   |  |   |
|   |                                      |  |                                |   | 630,238   |  |   |

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |                            |
|--|---------------|-----------|----------|----------------------------|
|  | Director      | 10% Owner | Officer  | Other                      |
| DUNCAN DAN L<br>2727 NORTH LOOP WEST<br>HOUSTON, TX 77008                          | X             | X         | Chairman |                            |
| EPCO, Inc.<br>2707 NORTH LOOP WEST<br>HOUSTON, TX 77008                            |               | X         |          |                            |
| DUNCAN FAMILY INTERESTS, INC.<br>103 FOULK ROAD, SUITE 200<br>WILMINGTON, DE 19803 |               | X         |          | DFI Delaware General, LLC  |
| DFI DELAWARE GENERAL, LLC<br>103 FOULK ROAD, SUITE 200<br>WILMINGTON, DE 19803     |               |           |          | DFI Delaware Holdings L.P. |
| DFI DELAWARE HOLDINGS L.P.<br>103 FOULK ROAD, SUITE 200<br>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.

01/03/2006

\_\_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) 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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