

**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

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>DUNCAN DAN L</u><br><br>(Last) (First) (Middle)<br>1100 LOUISIANA STREET; SUITE 1000<br><br>(Street)<br>HOUSTON TX 77002<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ENTERPRISE PRODUCTS PARTNERS L</u><br><u>P [ EPD ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><b>Chairman</b></p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/07/2007   |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> 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  | (A) or (D) | Price |   |  |   |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 118,078,425   | I <sup>(1)</sup>   | By DFIDH <sup>(2)</sup>                               |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 5,918,200   | I <sup>(3)</sup>   | By 1998 Trust   |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 6,315,970   | I <sup>(3)</sup>   | By 2000 Trust   |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 13,454,498  | I <sup>(4)</sup>   | By EGPH   |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 41,500  | I <sup>(5)</sup>   | By EPCO   |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |       | 856,100   | D  |   |

**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 |   |  |  |   |  |
| Employee Unit Options-Obligation to Sell #98-54 <sup>(6)(7)(8)(9)</sup> | \$12.5625  | 02/07/2007                           |  | M <sup>(10)</sup>              |   | 40,000   |     | 03/31/2004   | 03/31/2011      | Common Units 40,000   | \$0  | 2,376,000  | I   | By EPCO  |
| Employee Unit Options-Obligation to Sell #98-28 <sup>(6)(7)(8)(9)</sup> | \$15.925   | 02/07/2007                           |  | M <sup>(10)</sup>              |   | 10,000   |     | 01/31/2004   | 01/31/2010      | Common Units 10,000   | \$0  | 2,366,000  | I   | By EPCO  |
| Employee Unit Options-Obligation to Sell #98-86 <sup>(6)(7)(8)(9)</sup> | \$22.76  | 02/07/2007                           |  | M <sup>(10)</sup>              |   | 10,000   |     | 04/11/2005   | 04/11/2012      | Common Units 10,000   | \$0  | 2,356,000  | I   | By EPCO <sup>(11)</sup>                                |

1. Name and Address of Reporting Person\*  
DUNCAN DAN L  
 (Last) (First) (Middle)  
 1100 LOUISIANA STREET; SUITE 1000

(Street)  
HOUSTON TX 77002

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[EPCO, Inc.](#)

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(Last) (First) (Middle)  
2707 NORTH LOOP WEST

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(Street)  
HOUSTON TX 77008

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[DUNCAN FAMILY INTERESTS, INC.](#)

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(Last) (First) (Middle)  
103 FOULK ROAD, SUITE 200

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(Street)  
WILMINGTON DE 19803

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[DFI DELAWARE GENERAL, LLC](#)

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(Last) (First) (Middle)  
103 FOULK ROAD, SUITE 200

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(Street)  
WILMINGTON DE 19803

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[DFI DELAWARE HOLDINGS L.P.](#)

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(Last) (First) (Middle)  
103 FOULK ROAD, SUITE 200

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(Street)  
WILMINGTON DE 19803

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(City) (State) (Zip)

**Explanation of Responses:**

1. These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan 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 an indirect, 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. 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. These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), an 81.49% limited partnership interest in which is owned by DFI and a 4.27% limited partnership interest in which is owned by Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly-owned subsidiary of Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
5. These Common Units are owned by EPCO. Dan L. Duncan owns 50.427% of the voting stock of EPCO.
6. 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.
7. Options have exercise prices ranging from \$7.75 to \$26.95.
8. Options have exercise dates ranging from April 16, 2002 through May 1, 2010
9. Options have expiration dates ranging from September 30, 2009 through May 1, 2016
10. Options exercised by an employee of EPCO who IS NOT a Section 16 officer of the issuer's general partner.
11. The powers of attorney under which this form was signed are on file with the Commission

**Remarks:**

[William L. Soula, Attorney-in- 02/09/2007](#)  
[Fact on behalf of Dan L.](#)  
[Duncan, Duncan Family](#)  
[Interests, Inc., DFI Delaware](#)  
[General, LLC, and DFI](#)  
[Delaware Holdings L.P. and](#)

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.**