

**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                                 |           |
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|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>PHILLIPS ROBERT G</u><br><br>(Last) (First) (Middle)<br>2727 NORTH LOOP WEST<br><br>(Street)<br>HOUSTON TX 77008<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 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/04/2005   |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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 | 08/04/2005                           |  | A                              |   | 20,000  | A          | \$0 <sup>(1)</sup> | 100,797   | D  |   |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 833   | I <sup>(2)</sup>   | By B.K. Phillips Trust                                |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 841   | I <sup>(2)</sup>   | By C.S. Phillips Trust                                |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 871   | I <sup>(2)</sup>   | By C.V. Phillips Trust                                |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 871   | I <sup>(2)</sup>   | By C.P. Phillips Trust                                |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 871   | I <sup>(2)</sup>   | By M.B. Phillips Trust                                |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 35  | I <sup>(3)</sup>   | By B.K. Phillips 2000 Trust                           |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 40  | I <sup>(3)</sup>   | By C.S. Phillips 2000 Trust                           |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 98  | I <sup>(3)</sup>   | By C.V. Phillips 2000 Trust                           |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 40  | I <sup>(3)</sup>   | By C.P. Phillips 2000 Trust                           |
| Common Units Representing Limited Partnership Interests |                                      |  |                                |   |   |            |                    | 40  | I <sup>(3)</sup>   | By M.B. Phillips 2000 Trust                           |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 or Number of Underlying Securities (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
| Employee Unit Options - Right to Buy #     | \$26.47  | 08/04/2005                           |  | A                              | 70,000   | 08/04/2009 08/04/2015                                    | Common Units 70,000   | \$0  | 70,000   | D   |  |
| Employee Unit Options - Right to Buy       | \$23.18  |                                      |  |                                |  | 09/30/2007 09/30/2012                                    | Common Units 500,000  |  | 500,000  | D <sup>(4)</sup>  |  |

**Explanation of Responses:**

- No consideration.
- These common units are held in a trust or the benefit of one of the reporting person's children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These common units are held in a trust for the benefit of one of the reporting person's children. The reporting person and the reporting person's spouse are co-trustees of the trust.
- The power of attorney under which this form was signed is on file with the Commission.

/s/ John E. Smith, Attorney-in-Fact, on behalf of Robert G. Phillips      08/05/2005

\*\* 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.