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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 7, 2004

ENTERPRISE PRODUCTS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware	**1-14323**	**76-0568219**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2727 North Loop West, Houston, Texas	**77008-1044**
(Address of Principal Executive Offices)	(Zip Code)

Registrant’s Telephone Number, including Area Code: **(713) 880-6500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

We are filing a slide presentation to be given by Michael A. Creel, Executive Vice President and Chief Financial Officer of our general partner, at the Wachovia Pipeline Conference and Symposium, hosted by Wachovia Securities in New York, New York on December 7, 2004.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Exhibits.

Exhibit No.	Description
99.1	Wachovia Fixed Income Conference slide presentation dated December 7, 2004 to be given by Michael A. Creel, Executive Vice President and Chief Financial Officer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products GP, LLC,
its General Partner

Date: December 7, 2004

By: /s/ Michael J. Knesek

Name: Michael J. Knesek
Title: Vice President, Controller and Principal Accounting Officer of Enterprise Products GP, LLC

Exhibit 99.1

Enterprise Products Partners L.P.

Wachovia Fixed Income Conference
December 7, 2004

Given by: Michael A. Creel, Executive Vice President & CFO

Wachovia Fixed Income Conference

December 7, 2004

Michael A. Creel
Executive Vice President & CFO

Forward Looking Statements

This presentation contains forward-looking statements and information that are based on Enterprise's beliefs and those of its general partner, as well as assumptions made by and information currently available to them. When used in this presentation, words such as "anticipate," "project," "expect," "plan," "goal," "forecast," "intend," "could," "believe," "may," and similar expressions and statements regarding the contemplated transaction and the plans and objectives of Enterprise for future operations, are intended to identify forward-looking statements.

Although Enterprise and its general partner believes that such expectations reflected in such forward looking statements are reasonable, neither it nor its general partner can give assurances that such expectations will prove to be correct. Such statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those Enterprise anticipated, estimated, projected or expected. Among the key risk factors that may have a direct bearing on Enterprise's results of operations and financial condition are:

Forward Looking Statements (continued)

- Fluctuations in oil, natural gas and NGL prices and production due to weather and other natural and economic forces;
- The effects of the combined company's debt level on its future financial and operating flexibility;
- A reduction in demand for its products by the petrochemical, refining or heating industries;
- A decline in the volumes of NGLs delivered by its facilities;
- The failure of its credit risk management efforts to adequately protect it against customer non-payment;
- Terrorist attacks aimed at its facilities;
- The failure to successfully integrate our operations with GulfTerra's or any other companies we acquire; and
- The failure to realize the anticipated cost savings, synergies and other benefits of the merger with GulfTerra.

Enterprise has no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Overview of Enterprise (EPD)

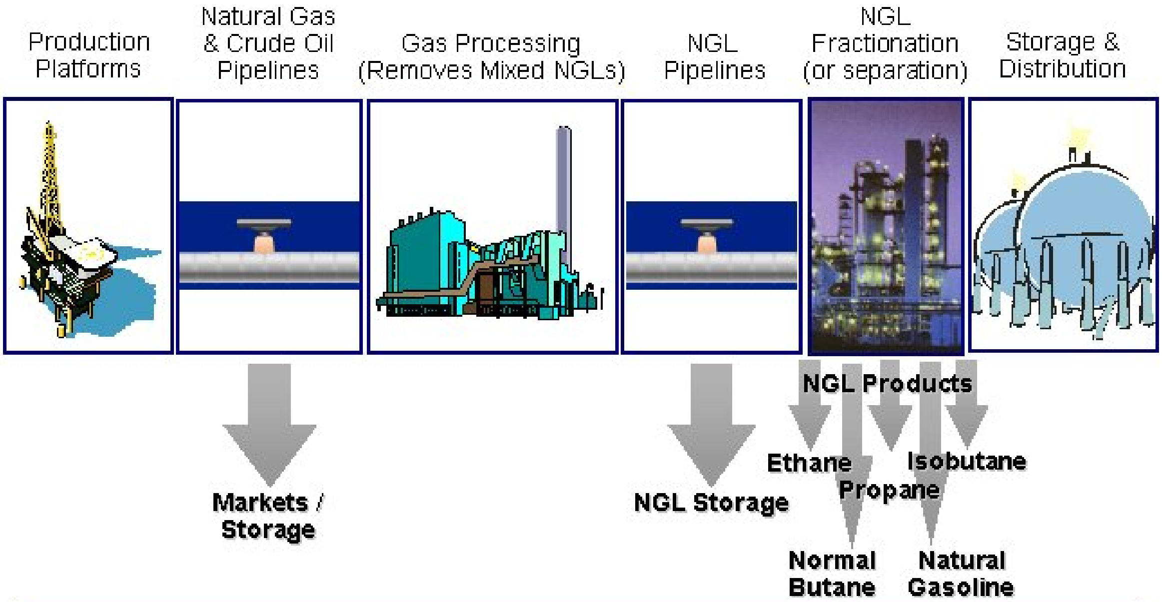
- One of the largest publicly traded energy partnerships serving producers and consumers of natural gas, natural gas liquids (NGLs) and crude oil
  - IPO in July 1998
  - Ranked 336th on Fortune 500 list for 2004
  - Completed $6 billion merger with GulfTerra Energy Partners L.P. in September 2004
  - Enterprise value of approximately $13 billion
- Large platform of assets across the midstream energy value chain
- Privately-held EPCO & affiliates own 90.1% of general partner and 37% of EPD's partnership units – interests aligned to support a strong financial profile at EPD

Key Credit Highlights

- $11 billion of integrated assets and strong business positions across each link of the value chain
- 90%+ of operating margin from fee-based assets generating stable cash flows
- Recently completed actions to enhance stability of earnings
  - Renegotiated natural gas processing contracts to fee-based
  - Merger with GulfTerra created a natural hedge to mitigate effect of higher natural gas prices
- Strong, strategic relationships on both the supply and demand sides of the midstream business
- GP/Management's record in supporting EPD's financial flexibility
- Experienced and deep management team

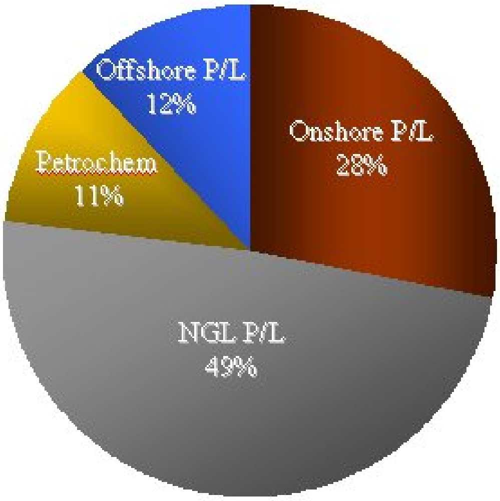
Integrated Midstream Energy Services

Fees are earned at each link of value chain



Overview of Operations

Pro Forma Gross Operating Margin
9 months thru September 30, 2004
$792 MM



Pro forma as if merger with GulfTerra and purchase of natural gas processing plants occurred on January 1, 2004.

- Onshore Pipelines & Services
  - 16,078 miles of natural gas pipelines
  - 23 Bcf of natural gas storage
- NGL Pipelines & Services
  - 13,130 miles of NGL and petrochemical pipelines
  - 164 MMBbls of NGL salt dome storage
  - 26 natural gas processing plants – net capacity of 7 Bcfd
  - 10 NGL fractionation plants – net capacity of 434 BPD
  - NGL import / export terminal on HSC
- Petrochemical Services
  - 7 fractionation plants – net capacity of 211 MBPD
- Offshore Pipeline & Services
  - 1,273 miles of natural gas pipelines
  - 770 miles of crude oil pipelines
  - 7 offshore production / hub platforms

Strong Position Across Midstream Value Chain

Gas Gathering	Gas Processing	Raw Mix Pipeline	Fractionation	Salt Dome Storage	Import Terminal	Export Terminal	Distribution
Enterprise	Duke FS	Enterprise	Enterprise	Enterprise	Dow	Enterprise	Enterprise
Duke FS	BP	TEPPCO	Koch	TEPPCO	Enterprise	Dynegy	Dow
Williams	Enterprise	Koch	ConocoPhillips	Dow	Dynegy	ChevronTexaco	ConocoPhillips
BP	Williams	ChevronTexaco	Dynegy	Dynegy	Trammo		TEPPCO
Oneok	ExxonMobil	Dynegy	ExxonMobil	Williams			Koch
ConocoPhillips	ONEOK	BP	BP	ConocoPhillips			Kinder Morgan
Devon	ConocoPhillips	ExxonMobil	ONEOK	BP			ChevronTexaco
Dynegy	Devon	ConocoPhillips	Duke	ExxonMobil			Dynegy
	Dynegy		Williams	ONEOK			ExxonMobil

Measured by volumes, except for gas gathering (measured by pipeline miles)

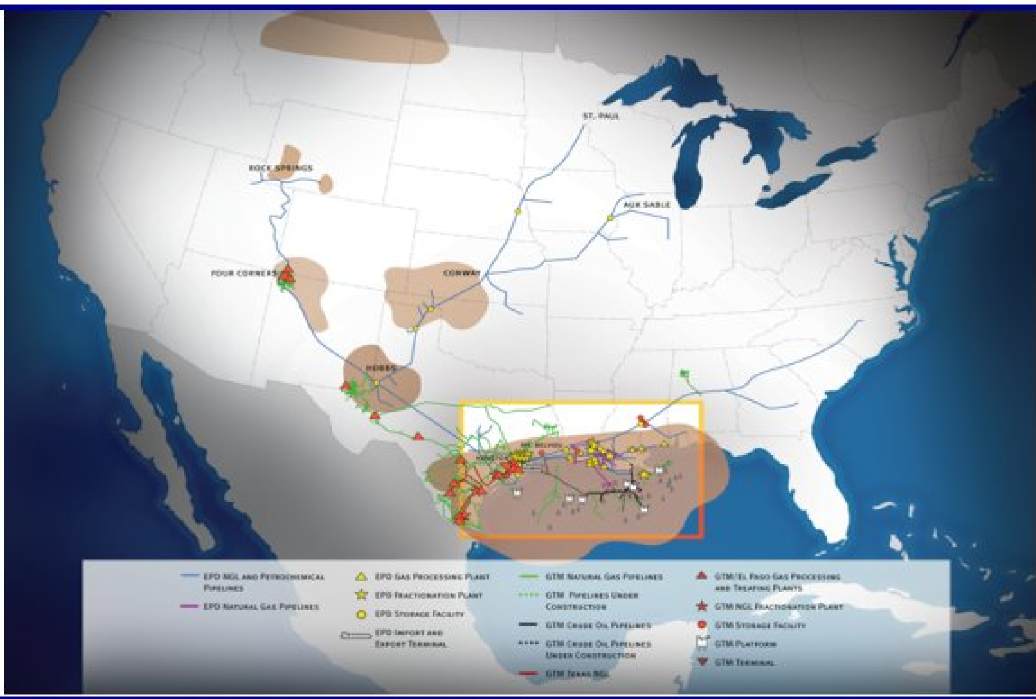
Joint Ventures with Strategic Partners

- Partners secure long-term supplies of feedstock
- Partners secure long-term demand for offtake from facilities

Compelling Reasons for Merger with GTM

- Significantly increases diversity and scale of operations
  - Provides balanced business mix and expansion to additional geographic areas
- The merger with GulfTerra creates a natural hedge to mitigate the effect of higher natural gas prices, providing greater earnings and cash flow stability
- EPD's GP structure survives with highest incentive distribution right capped at 25% to increase cash retained by EPD and enhance financial flexibility
- EPD's GP subsidized merger by contributing 50% ownership in GulfTerra's GP to EPD for no consideration
- Annual cash savings estimated at $140 MM per year

Enterprise System Map



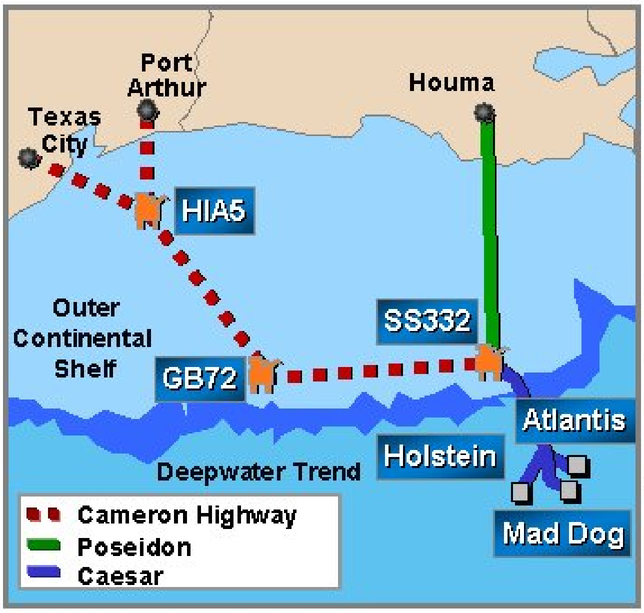
Complementary Transaction Provides a More Balanced Partnership

Non-overlapping nature provides cash flow stability, diversification and a platform to create additional value.

Enterprise	+ GulfTerra	= Balanced Partnership
More Consumer Oriented	More Producer Oriented	**Full Service Partnership**
Pipeline access to highest value NGL markets	No takeaway capability for NGLs produced	**Complementary assets**
Tied to ethylene industry	Tied to natural gas production	**Diversification**
Sensitive to high natural gas prices	Sensitive to low natural gas prices	**Natural hedge**

Projects Update

Cameron Highway



- $500 MM project: 50/50 partner with Valero
- Largest offshore oil pipeline system
  - 380 miles
  - 3 platforms
  - 650,000 BOPD
- Anchor fields and area reserves more than 1+ billion barrels
- Pipeline mechanically complete; Ship Shoal 332B platform installed
- Expecting first production from:
  - Holstein in December 2004
  - Mad Dog in January 2005
  - Atlantis in 2006

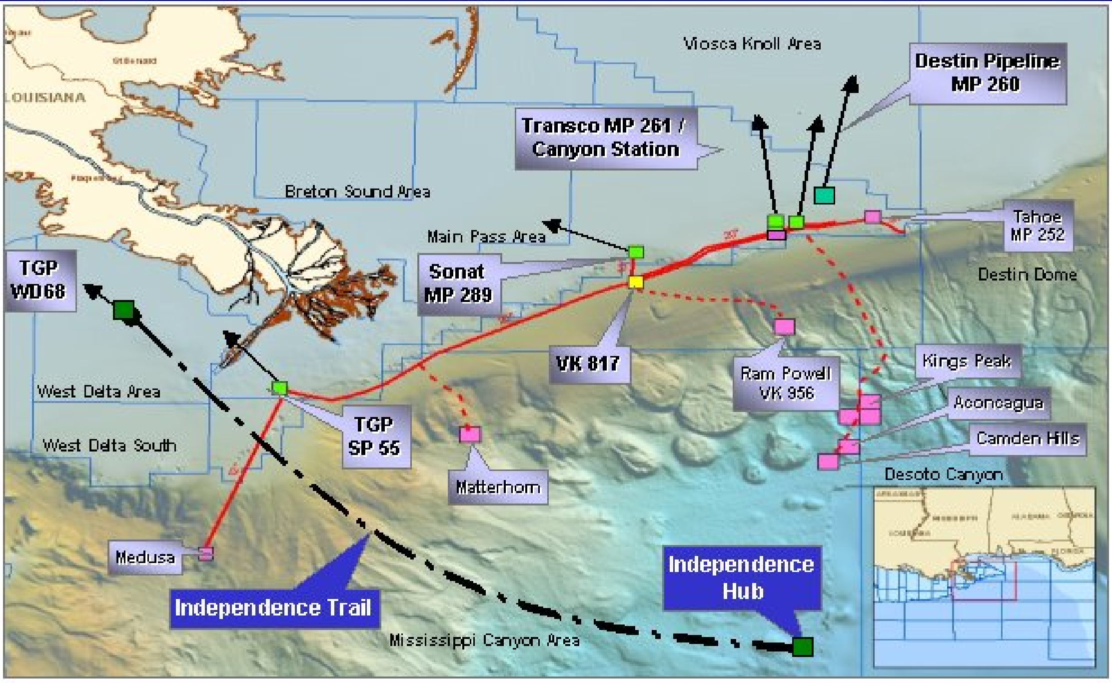
Independence Hub and Trail
(Atwater Valley)

- On November 10, 2004, EPD announced its Independence Hub and Independence Trail projects
- Independence Hub is a floating platform to be located in Mississippi Canyon block 920 to service deepwater natural gas production in the eastern Gulf of Mexico
- Independence Trail is the 141-mile pipeline that will connect the Independence Hub to downstream pipelines
- Anadarko, Kerr-McGee, Devon, Dominion and Spinnaker have formed Atwater Valley Producers Group ("AVPG")
- Independence Hub and Trail will benefit from long-term contracts and acreage dedications with investment grade companies

Independence Project Rationale

- Favorable economies of scale
  - 15 of 18 wells planned for anchor discoveries have been drilled
  - Remote location with 9 stranded fields owned by various producers
  - No single field is individually large enough to support necessary infrastructure
  - On a combined basis, these fields support a floater and pipeline
  - Excess capacity can make non-commercial developments economical
- Majority of fields are relatively shallow
  - Low drilling, completion and tie-back cost
- Provides large footprint with strategic importance to producers
  - Fields within a 60-mile radius can be tied back using existing technology resulting in an accessible resources basin of approximately 11,500 square miles
  - Significant acreage dedication by producers
- Supported by life of lease contracts, demand charges and lease dedications
- Floating platform has a service life of 20+ years
- Experienced management and proven track record of EPD in constructing, operating and managing similar assets in the Gulf of Mexico

Independence Trail
In relation to our Viosca Knoll System



Independence Hub

- EPD will design, construct, install and own a semi-submersible production platform
- Located on Mississippi Canyon block 920; chosen for favorable seafloor conditions and proximity to anchor fields
- Capable of processing 850 MMcf/d of natural gas
- Designed to process production from six anchor fields; capacity to tie-back up to 10 additional fields
- Anadarko will operate Independence Hub and AVPG will pay Independence Hub's O&M
- First production expected in 2007

Capital Expenditure Profile

$ millions	100% Capital Cost	Contingency Included in Cost	% of Cost on Fixed Turnkey
Hub	$ 383	$ 35	70%
Pipeline [1]	265	13	75%
Total	$ 648		

[1] Net of $15 million from Tennessee Gas Pipeline for contribution in aid of construction

Financial Overview

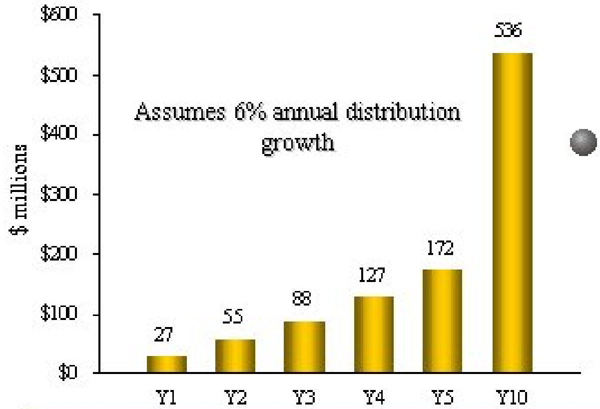
Financial Objectives

- Maintain a strong balance sheet that supports investment grade debt ratings
- Increase the amount of gross operating margin earned from fee-based businesses
- Prudently invest to expand the partnership through organic growth, acquisitions and joint ventures with strategic partners
- Manage capital to provide financial flexibility for partnership while providing our partners with an attractive total return

GP/Management Support of EPD's Financial Profile

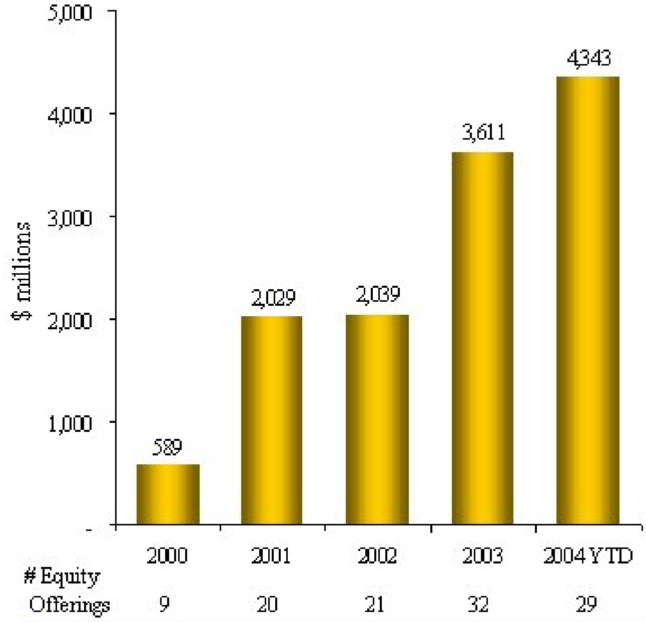
Cash Retained in EPD
25% vs. 50% GP Splits

Cumulative Retention of Cash	
5-years	$470 MM
10-years	$2.3 billion



- GP eliminated 50% incentive distribution rights for no consideration
  - Cash retained in EPD from lower distributions to GP can be used to reduce debt and capital investment
  - Reduced payout to GP enhances value of EPD's equity currency
- GP and Management purchases of new issue equity from EPD
  - 16 million EPD units or $337 MM since October 2002
  - Committed to purchase an additional $30 MM in 1Q2005

Development of MLP Equity as an Asset Class



- Investors seeking total return (income + growth)
- Equity issuance activity has increased each year
- Larger capitalization and liquidity of MLPs
- Proliferation of both private and publicly traded closed-end funds
  - Tortoise & Kayne Anderson MLP funds with $1.2 billion in funds under management
- Passage of legislation to allow mutual funds to own MLPs

65% of Merger Financed with Equity

($ millions)

Consideration Paid to Acquire GTM	
Purchase 50% of GTM's GP in Dec. 2003	$425
FMV of remaining 50% of GTM's GP contributed to EPD by EPD GP	461
Purchase GTM units from El Paso	500
GTM debt:	
Revolver and Term Loan B balance at closing	962
Senior/Senior Subordinated Notes at closing	922
Premium paid on cash tenders for GTM senior notes	132
Fair value of EPD units issued in exchange for GTM units	2,445
Purchase S. Texas gas plants from El Paso	155
Other - net	(13)
Total Consideration	$5,989
Amount of Consideration Financed With Equity To Date	
Equity issued by EPD & GTM since announcement	$948
FMV of remaining 50% of GTM's GP contributed to EPD by EPD GP	461
Fair value of EPD units issued in exchange for GTM units	2,445
Total Equity Issued Through Merger Close	3,854
% of Consideration Financed with Equity	**64%**

Corporate Structure – Post Merger

LP Ownership

Subsidiaries of EPCO Inc.	32.0%
Duncan Trusts	3.5
Officers	1.1
Affiliates of Shell Oil Co.	11.4
El Paso Corporation	3.7
Public	48.3

98%

GP Ownership

Subsidiaries of EPCO Inc.	85.6%
Dan Duncan LLC	4.5
El Paso Corporation	9.9

2%

Enterprise Products Partners L.P.

Guaranty

Enterprise Products Operating L.P. (Issuer)

$350	8.25%	Senior Notes due 2005
450	7.50%	Senior Notes due 2011
350	6.375%	Senior Notes due 2013
500	6.875%	Senior Notes due 2033
54	8.70%	MBFC Loan due 2010
30	6.67%	Seminole Notes due 2006

$545 [1] Multi-year Credit Facility due 2009
$242 Acquisition Credit Facility due 2006

New Debt:

$500	4.000% 3 year Senior Notes due 2007
$500	4.625% 5 year Senior Notes due 2009
$650	5.600% 10 year Senior Notes due 2014
$350	6.650% 30 year Senior Notes due 2034

GulfTerra Energy Partners L.P.

~~$462~~	~~Revolving Credit Facility~~
~~499~~	~~Senior Secured Term Loan~~
~~250~~	~~6.25% Senior Notes~~
~~216~~	~~8.50% Senior Subordinated Notes~~
~~$167.5~~	~~8.50% Senior Subordinated Notes~~
~~154~~	~~8.50% Senior Subordinated Notes~~
~~134~~	~~Senior Subordinated Notes~~
$6	Senior Subordinated Notes not tendered

[1] On October 4, 2004, this facility was reduced by the proceeds of approximately $2 billion received from a Rule 144A private placement of senior unsecured notes by EPD's operating partnership.

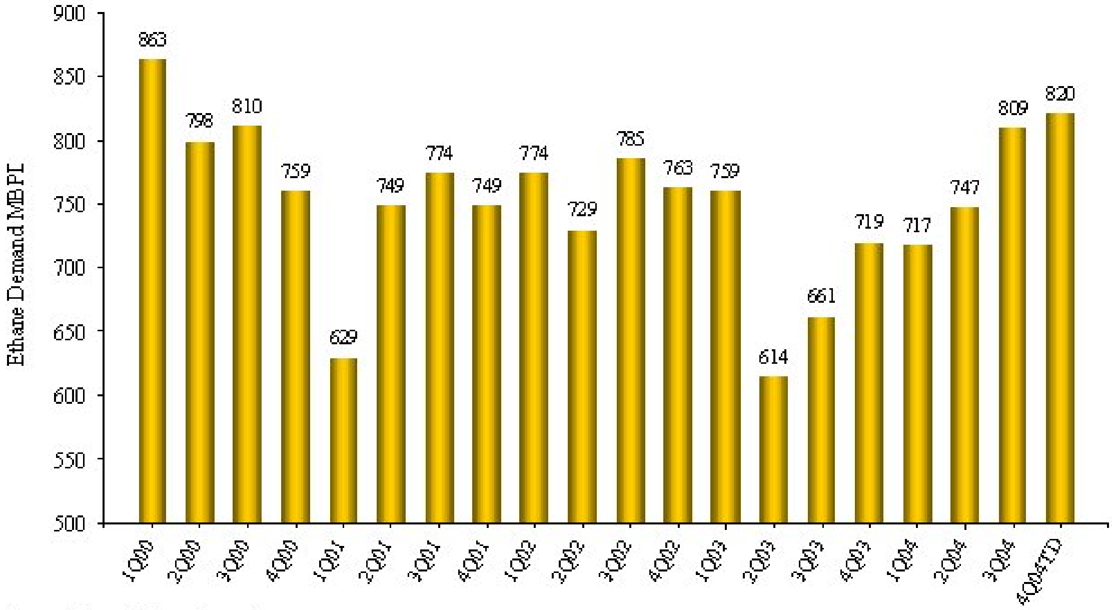
Pro Forma Capitalization
(Unaudited)

	Dec. 31, 2003	Sept. 30, 2004	
($ millions)	Historical	Historical	Pro Forma [1]
Cash and Cash Equivalents	$44.3	$1,263.5	$279.1
Current Maturities of Debt	240.0	607.2	607.2
Long-term Debt (Baa3/BB+/BBB-)	1,899.5	4,972.2	3,924.8
Minority Interest	86.4	61.3	61.3
Partners' Equity	1,706.0	5,279.6	5,368.5
Total Capitalization	$3,931.9	$10,920.3	$9,961.8
% Debt to Total Capitalization	54.4%	51.1%	45.5%
% Net Debt to Net Capitalization [2]	53.9%	44.7%	43.9%

[1] Pro Forma for the settlement of the tender for GulfTerra's senior and senior unsecured notes, completion of $2 billion Rule 144A note offering and equity issuances subsequent to September 30, 2004.

[2] Total debt to total capitalization net of cash and cash equivalents.

NGL Business Environment Improving with Economic Growth



Source: Pace Hodson Report

Overview of Results
(Non-GAAP reconciliation of Gross Margin & EBITDA)

(Unaudited)

($ millions)	Nine Months Ended September 30, 2003	Nine Months Ended September 30, 2004	Pro Forma Nine Months Ended Sept. 30, 2004
Operating Income	$182.0	$247.7	$460.8
Depreciation & Amortization in operating costs and expenses	83.8	94.7	251.0
Retained Lease Expense	6.8	6.8	6.8
Gain on Sale of Assets		0.2	0.2
Selling, General & Administrative Costs	28.9	26.6	73.1
Total Gross Operating Margin	$301.5	$376.0	$791.9
Income From Continuing Operations	$70.3	$152.9	$255.6
Interest Expense	107.8	97.0	199.9
Provision for Income Taxes	4.6	2.7	2.7
Depreciation & Amortization (excl. component in interest expense)	83.8	94.7	$251.0
EBITDA	$266.5	$347.3	$709.2

Key Credit Highlights

- $11 billion of integrated assets and strong business positions across each link of the value chain
- 90%+ of operating margin from fee-based assets generating stable cash flows
- Recently completed actions to enhance stability of earnings
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  - Merger with GulfTerra created a natural hedge to mitigate effect of higher natural gas prices
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