

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* <u>SMALLEY KENNETH L</u> (Last) (First) (Middle) <u>1001 LOUISIANA STREET</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GULF TERRA ENERGY PARTNERS L P [GTM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Units	02/02/2004	02/02/2004	M		2,500	A	\$32.025	5,254	D	
Common Units	02/02/2004	02/02/2004	M		2,000	A	\$32.225	7,254	D	
Common Units	02/02/2004	02/02/2004	M		2,000	A	\$36.37	9,254	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						Title
Unit Option (right to buy)	\$32.025	02/02/2004	02/02/2004	M			2,500	06/14/2001	06/14/2011	Common Units	2,500	\$0	0	D	
Unit Option (right to buy)	\$32.225	02/02/2004	02/02/2004	M			2,000	06/11/2002	06/11/2012	Common Units	2,000	\$0	0	D	
Unit Option (right to buy)	\$36.37	02/02/2004	02/02/2004	M			2,000	06/10/2003	06/10/2013	Common Units	2,000	\$0	0	D	

Explanation of Responses:

David L. Siddall (POA) 02/03/2004

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, KENNETH L. SMALLEY, hereby appoints David L. Siddall, Corporate Secretary; Peggy A. Heeg, General Counsel for El Paso Corporation; Cara E. Bergen, Attorney for El Paso Corporation; Alan D. Bishop, Director of Shareholder Relations for El Paso Corporation, or Stacy J. James, Manager of Shareholder Relations of El Paso Corporation, to be the true and lawful attorneys-in-fact for the undersigned, for him and in his name, place and stead to execute, acknowledge, deliver and file, as required, with the Securities and Exchange Commission, national securities exchanges and El Paso Energy Partners, L.P. (the Company), the following forms with respect to the securities of the Company: (i) Forms 3, 4 and 5 (including amendments thereto) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and (ii) Form 144 (including amendments thereto) in accordance with the Securities Act of 1933, as amended, and the rules and regulations thereunder, and hereby grants to each of David L. Siddall, Peggy A. Heeg, Cara E. Bergen, Alan D. Bishop or Stacy J. James full power and authority, to act individually, to perform all acts necessary to complete such purposes.

The undersigned agrees that the attorneys-in-fact herein, David L. Siddall, Peggy A. Heeg, Cara E. Bergen, Alan D. Bishop or Stacy J. James, may rely entirely on information furnished orally or in writing by the undersigned to such attorneys-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorneys-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to the attorneys-in-fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 and Form 144 (including amendments thereto) and agrees to reimburse the Company and the attorneys-in-fact herein for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

The validity of this Power of Attorney shall not be affected in any manner by reason of the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than those named herein.

The undersigned agrees and represents to those dealing with its attorneys-in-fact herein, David L. Siddall, Peggy A. Heeg, Cara E. Bergen, Alan D. Bishop or Stacy J. James, that this Power of Attorney is for indefinite duration and may be voluntarily revoked only by written notice to such attorney-in-fact, delivered by registered mail or certified mail, return receipt requested.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of September, 2002.

S/ KENNETH L. SMALLEY