

ENTERPRISE PRODUCTS PARTNERS L P
Form 4
March 24, 2005

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 *
PHILLIPS ROBERT G

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)
03/23/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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

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

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)
Common Units Representing Limited Partnership Interests	03/24/2005		P	5,000 A	\$ 24.2632 80,797	D	
Common Units Representing Limited Partnership Interests	03/23/2005		P	833 A	\$ 25.87 833	I (1)	By B.K. Phillips Trust

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Common Units Representing Limited Partnership Interests	03/23/2005	P	841	A	\$ 25.87	841	I <u>(1)</u>	By C.S. Phillips Trust
Common Units Representing Limited Partnership Interests	03/23/2005	P	871	A	\$ 25.87	871	I <u>(1)</u>	By C.V. Phillips Trust
Common Units Representing Limited Partnership Interests	03/23/2005	P	871	A	\$ 25.87	871	I <u>(1)</u>	By C.P. Phillips Trust
Common Units Representing Limited Partnership Interests	03/23/2005	P	871	A	\$ 25.87	871	I <u>(1)</u>	By M.B. Phillips Trust
Common Units Representing Limited Partnership Interests	03/23/2005	P	35	A	\$ 25.87	35	I <u>(2)</u>	By B.K. Phillips 2000 Trust
Common Units Representing Limited Partnership Interests	03/23/2005	P	40	A	\$ 25.87	40	I <u>(2)</u>	By C.S. Phillips 2000 Trust
Common Units Representing Limited Partnership Interests	03/23/2005	P	98	A	\$ 25.87	98	I <u>(2)</u>	By C.V. Phillips 2000 Trust
Common Units Representing Limited Partnership	03/23/2005	P	40	A	\$ 25.87	40	I <u>(2)</u>	By C.P. Phillips 2000 Trust

Interests

Common
Units

Representing 03/23/2005 P 40 A \$ 25.87 40 I (2)

By M.B.
Phillips 2000
Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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. Amount or Number of Shares
Employee Unit Options - Right to Buy	\$ 23.18					09/30/2007 09/30/2012	Common Units	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS ROBERT G 2727 NORTH LOOP WEST HOUSTON, TX 77008	X		President and CEO	

Signatures

John E. Smith, Attorney-in-Fact, on behalf of Robert G. Phillips 03/24/2005

__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) 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.

(2) 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.

(3) 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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