#### Edgar Filing: ENTERPRISE PRODUCTS PARTNERS L P - Form 3

ENTERPRISE PRODUCTS PARTNERS L P Form 3 September 11, 2008 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### INITIAL STATEMENT OF 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

#### OMB APPROVAL

OMB 3235-0104 Number: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

<ol> <li>Name and Address of Reporting Person <sup>*</sup></li> <li>Â Zulim Thomas M.</li> </ol>			Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol ENTERPRISE PRODUCTS PARTNERS L P [EPD]				
(Last)	(First)	(Middle)	09/02/2008		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
1100 LOUISIANA STREET; SUITE 1000					(Checl	· · ·			
(Street) HOUSTON, TX 77002								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		Table I - N	lon-Deriva	tive Securiti	es Be	neficially Owned	
1.Title of Securit (Instr. 4)	y			2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	I	
Common Units Representing Limited Partnership Interests			42,080		D (1)	Â			
Reminder: Report on a separate line for each class of securities ben owned directly or indirectly. Persons who respond to the collection information contained in this form are required to respond unless the form di			ollection of orm are not e form displa		SEC 1473 (7-02	)			
	curren	tiy valid ON	IB control nu	imper.					

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Unit Options - Right to Buy #98-114	02/11/2009	02/11/2015	Common Units	25,000	\$ 26.95	D	Â
Employee Unit Options - Right to Buy #98-125	08/04/2009	08/04/2015	Common Units	25,000	\$ 26.47	D	Â
Employee Unit Options - Right to Buy #98-146	05/01/2010	05/01/2016	Common Units	30,000	\$ 24.85	D	Â
Employee Unit Options - Right to Buy #98-170	05/29/2011	12/31/2012	Common Units	30,000	\$ 30.96	D	Â
Employee Unit Options - Right to Buy #O08-18	05/22/2012	12/31/2013	Common Units	30,000	\$ 30.93	D	Â
Class B Ltd. Partner Int. in Enterprise Unit/Obl. to Del.	( <u>3)</u>	( <u>3)</u>	Common Units	<u>(2)</u>	\$ 0	D (4)	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Zulim Thomas M. 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002	Â	Â	Senior Vice President	Â		
Signatures						
William L. Soula, Attorney-in-Fact on behal Zulim	09/11/2008					

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes common units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.

The Reporting Person is an owner of Class B limited partnership interest in Enterprise Unit L.P. ("Enterprise Unit"). Enterprise Unit owns directly 844,552 Units of Enterprise Products Partners L.P. ("EPD"). Enterprise Unit is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. EPCO Holdings, Inc. ("EPCO Holdings") is the

- (2) sole Class A limited partner and EPCO is the general partner of Enterprise Unit. The reporting person acquired the Class B limited partnership interest in Enterprise Unit from a grant of such interests by EPCO, in its capacity as general partner of Enterprise Unit. The Class B limited partnership interest owned by the Reporting Person represents an initial 4.85437% Class B limited partnership interest in Enterprise Unit, in accordance with the Agreement of Limited Partnership of Enterprise Unit.
- (3) On February 20, 2014 (or an earlier Vesting Date), Enterprise Unit will be liquidated and will distribute to the Class B Limited Partners a total number of EPD units equal to (i) the total number of EPD units acquired by Enterprise Unit minus (ii) the quotient of (a) one-half of the aggregate contributions of cash or cash equivalents made by the Class A limited partner, plus any undistributed preferred return on such contributions, divided by (b) the fair market value (as defined) of an EPD unit as of February 20, 2014 (or an earlier Vesting Date). The remaining units will be distributed to EPCO Holdings as the Class A Limited Partner. The Class B limited partner interest is subject

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to forfeiture.

(4) The power of attorney under which this form was signed is attached as Exhibit 24.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.