

ENTERPRISE PRODUCTS PARTNERS L P

Form 8-K

April 16, 2007

**Table of Contents**

**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): April 13, 2007**  
**ENTERPRISE PRODUCTS PARTNERS L.P.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation )	<b>1-14323</b> (Commission File Number)	<b>76-0568219</b> (IRS Employer Identification No.)
<b>1100 Louisiana St, 10th Floor, Houston, Texas</b> (Address of principal executive offices)		<b>77002</b> (Zip Code)
Registrant's telephone number, including area code: <b>(713) 381-6500</b>		

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))
-

**TABLE OF CONTENTS**

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

Underwriting Agreement

Opinion of Andrews Kurth LLP

Opinion of Andrews & Kurth LLP

---

**Table of Contents**

**Item 8.01 Other Events.**

On April 13, 2007, Enterprise Products Partners L.P. (the Partnership), Enterprise Products OLPGP, Inc., Enterprise Products Operating L.P. and Shell US Gas & Power LLC (the Selling Unitholder) entered into an underwriting agreement with Lehman Brothers Inc. (the Underwriter), pursuant to which the Selling Unitholder agreed to sell 13,500,000 common units representing limited partner interests in the Partnership (the Common Units) to the Underwriter. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto. Closing of the sale of the Common Units by the Selling Unitholder is scheduled for April 18, 2007.

On April 16, 2007, the Partnership filed with the Securities and Exchange Commission a prospectus supplement dated April 13, 2007 to the accompanying base prospectus dated March 23, 2005 included in the Partnership's registration statement on Form S-3 (Registration No. 333-123150), as amended. The prospectus supplement was filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, in connection with the above described offering. Certain opinions related to such registration statement and the offering are filed as exhibits to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**No. Description**

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement, dated April 13, 2007, by and among Enterprise Products Partners L.P., Enterprise Products OLPGP, Inc., Enterprise Products Operating L.P., Shell US Gas & Power LLC and Lehman Brothers Inc. |
| 5.1  | Opinion of Andrews Kurth LLP.  |
| 8.1  | Opinion of Andrews Kurth LLP.  |
| 23.1 | Consents of Andrews Kurth LLP (included in Exhibits 5.1 and 8.1 hereto).   |
-

**Table of Contents**

**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: April 16, 2007

By: /s/ Michael J. Knesek

Michael J. Knesek  
*Senior Vice President, Controller and Principal Accounting  
Officer of Enterprise Products GP, LLC*

---

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated April 13, 2007, by and among Enterprise Products Partners L.P., Enterprise Products OLPGP, Inc., Enterprise Products Operating L.P., Shell US Gas & Power LLC and Lehman Brothers Inc.
5.1	Opinion of Andrews Kurth LLP.
8.1	Opinion of Andrews Kurth LLP.
23.1	Consents of Andrews Kurth LLP (included in Exhibits 5.1 and 8.1 hereto).