

ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P

Form 4

November 12, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DUNCAN DAN L

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)

HOUSTON, TX 77008

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2004

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chairman

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)
			Code	V	Amount	(D)	Price
Common Units Representing Limited Partnership Interests					112,443,164 (1)	I (2)	By DFIDH (3)
Common Units Representing Limited Partner Interests					5,918,200	I (4)	By 1998 Trust

Common  
Units  
Representing  
Limited  
Partnership  
Interests

4,861,739 <sup>(1)</sup> I <sup>(4)</sup>

By 2000  
Trust

Common  
Units  
Representing  
Limited  
Partnership  
Interests

427,200 I <sup>(5)</sup>

By 1999  
Trust

Common  
Units  
Representing  
Limited  
Partnership  
Interests

510,700 D

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

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SEC 1474  
(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 Underlying Securities (Instr. 3 and 4)
						Date Exercisable    Expiration Date	Title
				Code    V    (A)    (D)			
Employee Unit Options - Obligations to Sell #99-13 <sup>(6)</sup>	\$ 9 <sup>(7)</sup>	11/10/2004		M	5,000	04/16/2002 <sup>(7)</sup> 09/30/2009 <sup>(8)</sup>	Common Units
Employee Unit Options -	\$ 9 <sup>(7)</sup>	11/12/2004		M	10,000	04/16/2002 <sup>(7)</sup> 09/30/2009 <sup>(8)</sup>	Common Units

Obligation  
to Sell  
#98-20 <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN DAN L 2727 NORTH LOOP WEST HOUSTON, TX 77008	X	X	Chairman	
ENTERPRISE PRODUCTS CO 2707 NORTH LOOP WEST HOUSTON, TX 77008		X		
EPC PARTNERS II INC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803		X		DFI Delaware General, LLC
DFI DELAWARE GENERAL, LLC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803				DFI Delaware Holdings L.P.
ENTERPRISE PRODUCTS DELAWARE HOLDINGS L P 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803		X		

## Signatures

John E. Smith, Attorney-in-Fact, on behalf of Dan L. Duncan, Duncan Family Holdings, Inc., DFI Delaware Holdings L.P. and DFI Delaware General, LLC, and Assistant Secretary on behalf of EPCO, Inc.

11/12/2004

                     \*\*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) Total reflects the transfer without consideration of 561,703 Common Units from DFIDH to the 2000 Trust on November 5, 2004.
- (2) These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). The reporting person owns 50.427% of the voting stock of EPCO.
- (3) DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is a direct, wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.
- (4) EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"); and EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). These trusts were established to acquire and hold Common Units of the issuer.
- (5) Enterprise Products Operating L.P., a wholly-owned subsidiary of the issuer, is the grantor of the EPOLP 1999 Grantor Trust (the "1999 Trust"). It was established to acquire and hold Common Units of the issuer
- (6)

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Options are issued under the Enterprise Products 1998 Employee Unit Option Plan and are exercisable for Common Units on a one-for-one basis.

- (7) Options have exercise dates ranging from April 16, 2002, through September 30, 2008 at prices ranging from 47.75 to \$24.725..
- (8) Options have expiration dates ranging from September 30, 2009. through September 30, 2014.
- (9) 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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