

ENTERPRISE PRODUCTS PARTNERS L P
Form 3
September 11, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Zulim Thomas M.		(Month/Day/Year)	ENTERPRISE PRODUCTS PARTNERS L P [EPD]	
(Last)	(First)	(Middle)	09/02/2008	
1100 LOUISIANA STREET; SUITE 1000			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77002			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Senior Vice President	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units Representing Limited Partnership Interests	42,080	D ⁽¹⁾	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 #008-18	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.	Â (3)	Â (3)	Common Units	(2)	\$ 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	Â Senior Vice President	Â

Signatures

William L. Soula, Attorney-in-Fact on behalf of Thomas M. 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 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.

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