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ENTERPRISE PRODUCTS PARTNERS L P

Form 4/A May 24, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KNESEK MICHAEL J Issuer Symbol ENTERPRISE PRODUCTS (Check all applicable) PARTNERS L P [EPD] (Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

2727 NORTH LOOP WEST

(State)

(Month/Day/Year) 10/12/2004

below) VP & Principal Acct. Officer

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

Applicable Line)

10/14/2004

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

HOUSTON, TX 77008

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Code (D) Beneficially Form: Beneficial Owned Direct (D) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)

Code V Amount (D)

Price

Common Units

Representing 10/12/2004 A 12,766 A (1) $16,116^{(2)}$ D

Limited Partnership

Interests

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Unit Options - Right to Buy #98-38 (3)	\$ 15.925					01/31/2004	01/31/2010	Common Units	20,000	
Employee Unit Options - Right to Buy #98-102	\$ 20					05/10/2008	05/10/2014	Common Units	10,000	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			

KNESEK MICHAEL J 2727 NORTH LOOP WEST HOUSTON, TX 77008

VP & Principal Acct. Officer

Signatures

John E. Smith, Attorney-in-Fact, on behalf of Michael J. Knesek.

05/24/2005

**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) No consideration.
- (2) Amended report filed to correct a typographical error in this amount.

Reporting Owners 2

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- (3) Amended repoort filed to correct information concerning this option grant.
- (4) Amended report filed to correct this amount.
- (5) A copy of 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. 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.