

ENTERPRISE PRODUCTS PARTNERS L P

Form 8-K

May 03, 2004

**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 29, 2004

ENTERPRISE PRODUCTS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-14323
(Commission File Number)

76-0568219
(I.R.S. Employer Identification
No.)

2727 North Loop West, Houston, Texas
(Address of Principal Executive Offices)

77008-1037
(Zip Code)

Registrant's Telephone Number, including Area Code: (713) 880-6500

Item 5. Other Events.

On April 29, 2004, Enterprise Products Partners L.P. (Enterprise) entered into an underwriting agreement for the public offering of 15,000,000 common units, including 9,000 common units to be offered to four officers of Enterprise s general partner. Closing of the issuance and sale of the common units is scheduled for May 5, 2004.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements Of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

1.1 Underwriting Agreement dated April 29, 2004, among Enterprise Products GP, LLC, Enterprise Products Partners L.P., Enterprise Products Operating L.P., Lehman Brothers Inc., UBS Securities LLC, Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, A.G. Edwards & Sons, Inc., Wachovia Capital Markets, LLC, Sanders Morris Harris Inc., KeyBanc Capital Markets, a Division of McDonald Investments Inc. and J. P. Morgan Securities Inc.

5.1 Opinion of Vinson & Elkins L.L.P.

8.1 Opinion of Vinson & Elkins L.L.P.

23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1 hereto)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

ENTERPRISE PRODUCTS PARTNERS L.P.

By: Enterprise Products GP, LLC, the general
partner of the Partnership

Date: May 3, 2004

By: /s/ Michael J. Knesek

Name: Michael J. Knesek
Title: Vice President, Controller and Principal
Accounting Officer of Enterprise GP, LLC

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
1.1	Underwriting Agreement dated April 29, 2004, among Enterprise Products GP, LLC, Enterprise Products Partners L.P., Enterprise Products Operating L.P., Lehman Brothers Inc., UBS Securities LLC, Citigroup Global Markets Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, A.G. Edwards & Sons, Inc., Wachovia Capital Markets, LLC, Sanders Morris Harris Inc., KeyBanc Capital Markets, a Division of McDonald Investments Inc. and J. P. Morgan Securities Inc.
5.1	Opinion of Vinson & Elkins L.L.P.
8.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1 hereto)

