

ENTERPRISE PRODUCTS PARTNERS L P
Form SC 13D/A
February 15, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)

ENTERPRISE PRODUCTS PARTNERS L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

293792-10-7

(CUSIP Number)

Richard H. Bachmann

1100 Louisiana Street

10th Floor

Houston, Texas 77002

(713) 381-6500

(Name, Address and Telephone Number

of Person Authorized to Receive Notices

and Communications)

February 15, 2007

(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box:

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D/A

CUSIP No. 293792-10-7

1. Name of Reporting Person; S.S. or IRS Identification

Dan L. Duncan

2. Check the Appropriate Box If A Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

Number of

13,466,669

Shares

8. Shared Voting Power

Beneficially

133,540,777

Owned by

9. Sole Dispositive Power

Each

13,466,669

Reporting

10. Shared Dispositive Power

Person With

133,540,777

11. Aggregate Amount Beneficially Owned by Each Reporting Person

147,007,446

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

N/A

13. Percent of Class Represented by Amount in Row (11)

34.0%

14. Type of Reporting Person

IN

2

SCHEDULE 13D/A

CUSIP No. 293792-10-7

1. Name of Reporting Person; S.S. or IRS Identification

DFI Delaware Holdings L.P.
(formerly Enterprise Products Delaware Holdings L.P.)

54-2093702

2. Check the Appropriate Box If A Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares

8. Shared Voting Power

Beneficially

120,044,779

Owned by

9. Sole Dispositive Power

Each

0

Reporting

10. Shared Dispositive Power

Person With

120,044,779

11. Aggregate Amount Beneficially Owned by Each Reporting Person

120,044,779

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12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

N/A

13. Percent of Class Represented by Amount in Row (11)

27.8%

14. Type of Reporting Person

PN

3

SCHEDULE 13D/A

CUSIP No. 293792-10-7

1. Name of Reporting Person; S.S. or IRS Identification

Duncan Family Interests, Inc.
(formerly EPC Partners II, Inc.) 51-0371329

2. Check the Appropriate Box If A Member of a Group (a)
(b)

3. SEC Use Only

4. Source of Funds
OO

5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power
Number of 0

8. Shared Voting Power
Beneficially 120,044,779

9. Sole Dispositive Power
Owned by 0
Each

10. Shared Dispositive Power
Reporting Person With 120,044,779

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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120,044,779

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

N/A

13. Percent of Class Represented by Amount in Row (11)

27.8%

14. Type of Reporting Person

CO

SCHEDULE 13D/A

 CUSIP No. 293716-10-6

1. Name of Reporting Person; S.S. or IRS Identification

EPCO Holdings, Inc.

20-2936507

2. Check the Appropriate Box If A Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds
 OO, BK

5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power
 Number of
 Shares 0

8. Shared Voting Power
 Beneficially 120,044,779

9. Sole Dispositive Power
 Owned by
 Each 0

10. Shared Dispositive Power
 Reporting
 Person With
 120,044,779

11. Aggregate Amount Beneficially Owned by Each Reporting Person

120,044,779

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

N/A

13. Percent of Class Represented by Amount in Row (11)

27.8%

14. Type of Reporting Person

CO

SCHEDULE 13D/A

CUSIP No. 293792-10-7

1. Name of Reporting Person; S.S. or IRS Identification

EPCO, Inc. (formerly Enterprise Products Company)

74-1675622

2. Check the Appropriate Box If A Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Texas

7. Sole Voting Power

Number of

0

Shares

8. Shared Voting Power

Beneficially

120,086,279

Owned by

9. Sole Dispositive Power

Each

0

Reporting

10. Shared Dispositive Power

Person With

120,086,279

11. Aggregate Amount Beneficially Owned by Each Reporting Person

120,086,279

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

N/A

13. Percent of Class Represented by Amount in Row (11)

27.8%

14. Type of Reporting Person

CO

6

SCHEDULE 13D/A

CUSIP No. 293792-10-7

1. Name of Reporting Person; S.S. or IRS Identification

Dan Duncan LLC

76-0516773

2. Check the Appropriate Box If A Member of a Group

(a)

(b)