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ENTERPRISE PRODUCTS PARTNERS L P

Form S-8

February 11, 2002

755360v2

As filed with the Securities and Exchange Commission on February 11, 2002

Registrant

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Enterprise Products Partners L.P.
(Name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

76-0568219
(IRS Employer
Identification No.)

2727 North Loop West
Houston, Texas 77008
(Address of Principal Executive Offices, including Zip Code)

Enterprise Products Company
Employee Unit Purchase Plan
(Full Title of the Plan)

Richard H. Bachmann
Executive Vice President, Chief Legal Officer and Secretary
2727 North Loop West
Houston, Texas 77008
(713) 880-6500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael P. Finch
Vinson and Elkins L.L. P.
1001 Fanin, Suite 2300
Houston, Texas 77002-6760
(713) 758-2222

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered(1)	Amount To Be Registered	Proposed Maximum Offering Price Per Unit (3)	Proposed Maximum Aggregate Offering Price (3)
Common Units of Enterprise Products Partners L.P.	100,000 Units(2)	\$49.28	\$4,927,500

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement covers an indeterminate amount of interests in the plan named above.
- (2) Includes an indeterminate number of Units that may become issuable pursuant to the anti-dilution provisions of the Second Amended and Restated Limited Partnership Agreement of Enterprise Products Partners L.P.

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(3)

Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) Securities Act of 1933, as amended, based upon the average of the high and low prices re New York Stock Exchange on February 7, 2002 (\$49.28 per unit).