

ENTERPRISE PRODUCTS PARTNERS L P

Form 8-K

August 31, 2007

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**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): August 27, 2007**

**ENTERPRISE PRODUCTS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation )

**1-14323**

(Commission  
File Number)

**76-0568219**

(IRS Employer  
Identification No.)

**1100 Louisiana St, 10th Floor, Houston, Texas**

(Address of principal executive offices)

**77002**

(Zip Code)

Registrant's telephone number, including area code: **(713) 381-6500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Opinion of Andrews Kurth LLP

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**Item 8.01 Other Events.**

On August 27, 2007, Enterprise Products Partners L.P. (the Partnership ), Enterprise Products OLPGP, Inc. ( OLPGP ) and Enterprise Products Operating LLC (the Operating Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc., Banc of America Securities LLC and Greenwich Capital Markets, Inc., as representatives of the several underwriters named on Schedule I thereto, relating to the public offering of \$800,000,000 principal amount of the Operating Company s 6.300% Senior Notes due 2017 (the Notes ). The Notes are guaranteed on an unsecured and unsubordinated basis by the Partnership (the Guarantee, and together with the Notes, the Securities ). Closing of the issuance and sale of the Securities is scheduled for September 4, 2007.

On August 28, 2007, the Partnership and the Operating Company filed with the Securities and Exchange Commission a prospectus supplement dated August 27, 2007 to the accompanying base prospectus dated August 27, 2007 included in the Partnership s registration statement on Form S-3 (Registration Nos. 333- 145709 and 333-145709-01) (the Registration Statement ). The prospectus supplement was filed pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, in connection with the above described offering.

In connection with the offering of the Notes, the Partnership is also filing the opinions of Andrews Kurth LLP as part of this current report on Form 8-K that are to be incorporated by reference into the Registration Statement. The opinions of Andrews Kurth LLP are filed herewith as Exhibits 5.1 and 8.1, respectively and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated August 27, 2007, by and among Enterprise Products Partners L.P., Enterprise Products OLPGP, Inc., Enterprise Products Operating LLC, Citigroup Global Markets Inc., Banc of America Securities LLC and Greenwich Capital Markets, Inc., as Representatives of the several underwriters named on Schedule I thereto (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed on August 28, 2007).
5.1	Opinion of Andrews Kurth LLP
8.1	Opinion of Andrews Kurth LLP
23.1	Consent of Andrews Kurth LLP (included in Exhibits 5.1 and 8.1 hereto).

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**SIGNATURES**

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

ENTERPRISE PRODUCTS PARTNERS  
L.P.

By: Enterprise Products GP, LLC,  
its general partner

Date: August 31, 2007

By: /s/ Michael J. Knesek

Michael J. Knesek  
*Senior Vice President, Controller and  
Principal Accounting Officer of  
Enterprise Products GP, LLC*

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