

ENTERPRISE PRODUCTS PARTNERS L P  
Form S-8 POS  
March 07, 2011

As filed with the Securities and Exchange Commission on March 7, 2011

Registration No. 333-170774

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**ENTERPRISE PRODUCTS PARTNERS L.P.**  
*(Exact name of registrant as specified in its charter)*

**ENTERPRISE PRODUCTS COMPANY 2005 EPE LONG-TERM INCENTIVE PLAN**  
*(Full title of the plan)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**76-0568219**  
*(I.R.S. Employer  
Identification Number)*

**1100 Louisiana Street, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**  
*(Address, including zip code,  
of registrant's  
principal executive offices)*

**Stephanie C. Hildebrandt**  
**1100 Louisiana Street, 10th Floor**  
**Houston, Texas 77002**  
**(713) 381-6500**  
*(Name, address and telephone  
number, including area code,  
of agent for service)*

*With a copy to:*  
**David C. Buck**  
**Andrews Kurth LLP**  
**600 Travis, Suite 4200**  
**Houston, Texas 77002**  
**(713) 220-4200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

On November 23, 2010, Enterprise Products Partners L.P. (the Partnership ) filed a registration statement on Form S-8, Registration No. 333-170774 (the Registration Statement ) with the Securities and Exchange Commission, which was deemed effective upon filing. The Registration Statement registered the offer and sale of 135,000 common units representing limited partner interests in the Partnership issuable pursuant to the Enterprise Products Company 2005 EPE Long-Term Incentive Plan (the Registered Securities ).

The offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Partnership in the Registration Statement to remove from registration by means of a post-effective amendment any of the Registered Securities which remain unsold at the termination of the offering, the Registration Statement is hereby amended by this Post-Effective Amendment No. 1 to remove from registration all Registered Securities which remain unsold to date.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 7, 2011.

ENTERPRISE PRODUCTS PARTNERS,  
L.P.

By: Enterprise Products Holdings LLC, its  
general  
partner

By: /s/ Michael A. Creel  
Michael A. Creel  
*President and Chief Executive Officer of  
Enterprise Products Holdings LLC*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

| <b>Signature</b>                           | <b>Title (within Enterprise Products Holdings LLC)</b>                                | <b>Date</b>   |
|--|---|---------------|
| /s/ Michael A. Creel<br>Michael A. Creel   | Director, President and Chief Executive Officer<br>(Principal Executive Officer)      | March 7, 2011 |
| /s/ W. Randall Fowler<br>W. Randall Fowler | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) | March 7, 2011 |
| *<br>A. James Teague                       | Director, Executive Vice President and Chief Operating Officer                        | March 7, 2011 |
| /s/ Michael J. Knesek<br>Michael J. Knesek | Senior Vice President, Controller and Principal Accounting Officer                    | March 7, 2011 |
| *<br>E. William Barnett                    | Director  | March 7, 2011 |
| *<br>Charles M. Rampacek                   | Director  | March 7, 2011 |

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\* Director March 7, 2011

Rex C. Ross

\* Director March 7, 2011

Randa Duncan Williams

\* Director March 7, 2011

Dr. Ralph S. Cunningham

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| <b>Signature</b>   | <b>Title (within Enterprise Products Holdings<br/>LLC)</b> | <b>Date</b>   |
|--|--|---------------|
| *<br>Richard H. Bachmann   | Director   | March 7, 2011 |
| *<br>Thurmon M. Andress  | Director   | March 7, 2011 |
| *<br>Charles E. McMahan  | Director   | March 7, 2011 |
| *<br>Edwin E. Smith  | Director   | March 7, 2011 |
| *By: /s/ Michael A. Creel<br>Michael A. Creel<br><i>Attorney-in-Fact</i> |  | March 7, 2011 |