

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DUNCAN DAN L</u> (Last) (First) (Middle) 1100 LOUISIANA SUITE 1000 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEPPCO PARTNERS LP [TPP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2007	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Units Representing Limited Partner Interests	05/07/2007		S		4,400,000	D	(1)	8,986,711	I ⁽²⁾	By Duncan Family Interests, Inc.
Units Representing Limited Partner Interests	05/07/2007		P		4,400,000	A	(1)	4,400,000	I ⁽³⁾	By Enterprise GP Holdings L.P.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
DUNCAN DAN L
 (Last) (First) (Middle)
 1100 LOUISIANA
 SUITE 1000
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
EPCO, Inc.
 (Last) (First) (Middle)
 1100 LOUISIANA
 SUITE 1000
 (Street)

HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. The sale of the Units was pursuant to the Securities Purchase Agreement, dated May 7, 2007 by and among Enterprise GP Holdings L.P., DFI GP Holdings, L.P. and Duncan Family Interests, Inc (the "Purchase Agreement"). The Units, together with 100% of the membership interests of Texas Eastern Products Pipeline Company, LLC, the general partner of TEPPCO Partners, L.P., were sold to Enterprise GP Holdings L.P. in exchange for 14,173,304 Class B Units and 16,000,000 Class C Units of Enterprise GP Holdings L.P.
2. Prior to the transaction reported, Duncan Family Interests, Inc. owned directly 13,386,711 Units representing limited partnership interests of TEPPCO Partners, L.P. The 4,400,000 Units sold to Enterprise GP Holdings, L.P. pursuant to the Purchase Agreement were directly owned by Duncan Family Interests, Inc. DFI Holdings, LLC is the 1% general partner of DFI GP Holdings, L.P. and Dan Duncan LLC is a 4% limited partner of DFI GP Holdings, L.P. The sole member of DFI Holdings, LLC is Dan Duncan, LLC. Dan L. Duncan is the sole member of Dan Duncan, LLC. Duncan Family Interests, Inc. is an indirect wholly owned subsidiary of EPCO, Inc. and is a 95% limited partner of DFI GP Holdings, L.P. DFI GP Holdings, L.P., Dan Duncan, LLC, DFI Holdings, LLC, EPCO, Inc. and Dan L. Duncan each have an indirect pecuniary interest in the Units.
3. Following the transaction reported, Enterprise GP Holdings L.P. owns directly 4,400,000 Units representing limited partnership interests of TEPPCO Partners, L.P. EPE Holdings, LLC is the general partner of Enterprise GP Holdings L.P. and has an indirect pecuniary interest in the Units. Dan L. Duncan and EPCO, Inc. disclaim beneficial ownership of the Units owned directly by Enterprise GP Holdings L.P. other than to the extent of their pecuniary interest in these Units.

Remarks:

The power of attorney under which this Form was signed is on file with the Commission.

/s/ Phillip Neisel, as Attorney- 05/09/2007
in-Fact for Dan L. Duncan

/s/ Phillip Neisel, as Attorney- 05/09/2007
in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.