

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 STREET, 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) 10/26/2009	
		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			
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		8,986,711	D	(1)	0	I	By DFI ⁽²⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		4,400,000	D	(1)	0	I	By EGP ⁽³⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		2,500,000	D	(1)	0	I	By DFI GP Holdings ⁽⁴⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		704,564	D	(1)	0	I	By DD Securities ⁽⁵⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		53,275	D	(1)	0	I	By 2000 Trust ⁽⁶⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		241,380	D	(1)	0	I	By TEPPCO Unit ⁽⁷⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		123,185	D	(1)	0	I	By TEPPCO Unit II ⁽⁸⁾
Common Units Representing Limited Partnership Interests	10/26/2009		J ⁽¹⁾		64,200	D	(1)	0	D ⁽⁹⁾	

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

[EPCO, Inc.](#)

(Last) (First) (Middle)

1100 LOUISIANA STREET; SUITE 1000

(Street)
HOUSTON, TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. Disposed of pursuant to the Agreement and Plan of Merger dated as of June 28, 2009, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Sub B LLC, TEPPCO Partners, L.P. and Texas Eastern Products Pipeline Company, LLC (the "MLP Merger Agreement") in exchange for the merger consideration (as defined in the MLP Merger Agreement).
2. These common units were directly owned by Duncan Family Interests, Inc. ("DFI"), which is an indirect wholly-owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.42% of the voting stock of EPCO. Includes 123,185 units acquired on November 13, 2008 under the TEPPCO distribution reinvestment plan.
3. These common units were directly owned by Enterprise GP Holdings L.P. ("EGPH"), a 51.62% limited partnership interest in which is owned by DFI and a 2.69% limited partnership interest in which is owned by DD Securities LLC ("DD Securities"). Dan L. Duncan is the sole member of DD Securities. The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly-owned subsidiary of Dan Duncan LLC ("Duncan LLC"). Dan L. Duncan, voting trustee, is the sole member of Duncan LLC.
4. These common units were directly owned by DFI GP Holdings L.P. ("DFI GP Holdings"). DFI GP Holdings is controlled by its 1% general partner, DFI Holdings, LLC ("DFI Holdings"). The sole member of DFI Holdings is Duncan LLC, which is also a 4% limited partner of DFI GP Holdings.
5. These common units were directly owned by DD Securities.
6. These common units were directly owned by the Duncan Family 2000 Trust (the "2000 Trust"). EPCO is the grantor of the 2000 Trust.
7. These common units were directly owned by TEPPCO Unit L.P. ("TEPPCO Unit") and beneficially owned by the reporting persons to the extent of the interest of EPCO Holdings, Inc. in these securities as a Class A limited partner in TEPPCO Unit.
8. These common units were directly owned by TEPPCO Unit II L.P. ("TEPPCO Unit II") and beneficially owned by the reporting persons to the extent of the interest of DFI in these securities as a Class A limited partner in TEPPCO Unit II.
9. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

[Stephanie C. Hildebrandt, on
behalf of Dan L. Duncan and
EPCO, Inc.](#) [10/28/2009](#)

** 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.