# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A UNDER THE SECURITIES ACT OF 1934

(AMENDMENT NO. 3)\*

# **TEPPCO Partners, L.P.**

(Name of Issuer)

**Common Units** 

(Title of Class of Securities)

**8723 84-10-2** (CUSIP Number)

Richard H. Bachmann 1100 Louisiana, Suite 1000 Houston, Texas 77002 (713) 381-6500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### April 29, 2009

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box: o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

# **SCHEDULE 13D**

1	NAME OF REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Dan L. Duncan					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
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	ACH		SOLE DISPOSITIVE POWER			
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	RSON	)	117,475			
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11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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	IN					

	NAME (	OF REI	PORTING PERSON			
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Dan Duncan LLC 76-0516773					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
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		10	6,900,000			
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	6,900,00	0				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A					
	o PERCEN	IT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	6.6%					
		F REP	ORTING PERSON			
14	OO – lim	OO – limited liability company				

	NAME (	OF REI	PORTING PERSON				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) DD Securities LLC 26-1585743						
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13	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0.7%						
14	TYPE O	F REP	ORTING PERSON				
14	OO – lin	OO – limited liability company					

	NAME	OF REI	PORTING PERSON				
1			ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)				
	DFI Holdings, LLC 20-2133514						
	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
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W	ITH	4.0	SHARED DISPOSITIVE POWER				
		<b>10</b>	2,500,000				
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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	2,500,00		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A				
12	CHECK	DUAI	FIRE AGGREGATE AMOUNT IN ROW (II) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) IN/A				
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13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
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14	TYPE C	F REP	ORTING PERSON				
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1	NAME C	)F KEI	PORTING PERSON				
1	1.K.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	DFI GP I	DFI GP Holdings L.P. 20-2133626					
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	2,500,000		E THE ACCDED ATE AMOUNT IN DOME (41) EVOLUDES CERTAIN SHARES (SEE INSTRUCTIONS). NA				
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1	NAME OF REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Duncan 1	Family	Interests, Inc. (formerly EPC Partners II, Inc.) 51-0371329			
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	ITH		SHARED DISPOSITIVE POWER			
		<b>10</b>	8,986,711			
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			F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A			
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			PORTING PERSON				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	EPCO Holdings, Inc. 20-2936507						
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11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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	8,986,71		E THE ACCDECATE AMOUNT IN DOME (41) EVOLUDES CERTAIN SHARES (SEE INSTRUCTIONS). NA				
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	8.6%						
	TYPE C	F REP	ORTING PERSON				
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	NAME OF REPORTING PERSON						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	EPCO, Inc. (formerly Enterprise Products Company) 74-1675622						
	Li 00, i	(101	meny Emerphore Troducto Company) / 1 10/0022				
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	8,986,71		THE ACCIDE ATE ANOTHER WIDOW (AA) BY COURT OF THE COURT O				
12	CHECK	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A					
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	ITH		SHARED DISPOSITIVE POWER			
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			4,400,000			
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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4.5	CHECK	BOX I	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A			
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10		NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	4.2%					
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	OO-IIIII	ieu IIdl	ility company			

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Enterprise GP Holdings L.P. 20 2133626				
2	CHECK (a) o (b) o	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
3	SEC USI	E ONL	Y		
4	SOURCE	E OF F	UNDS (SEE INSTRUCTIONS)		
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,400,000				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%				
14	TYPE O	F REP	ORTING PERSON		

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Item 1. Security and Issuer
Item 4. Purpose of the Transaction
Item 7. Material to be Filed as Exhibits.
SIGNATURES

#### Item 1. Security and Issuer

This Amendment No. 3 on Schedule 13D/A relates to the Limited Partner Units (the "Units") representing limited partner interests in TEPPCO Partners, L.P., a Delaware limited partnership (the "Issuer" or "TEPPCO"), whose principal executive offices are located at 1100 Louisiana, Suite 1600, Houston, Texas 77002, and updates the Schedule 13D filed by the Reporting Persons on December 19, 2006, and amended on May 18, 2007 and February 28, 2008 (as amended, the "Original Schedule 13D"). The Original Schedule 13D is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment. Capitalized terms not defined herein have the meaning given to them in the Original Schedule 13D.

#### Item 4. Purpose of the Transaction.

Item 4 of the Original Schedule 13D is hereby deleted in its entirety and the following information is substituted in lieu thereof:

Dan L. Duncan and affiliates controlled by him, including the reporting persons in this Schedule 13D, review their holdings in TEPPCO on a continuous basis. The reporting persons may at any time determine to acquire additional TEPPCO units, sell all or part of its holdings in TEPPCO, or engage or participate in a transaction or series of transactions with the purpose or effect of influencing control over TEPPCO.

Mr. Duncan and affiliates controlled by him directly or indirectly control the general partners of TEPPCO, Enterprise GP Holdings L.P. ("EPE"), Enterprise Products Partners L.P. ("EPD") and Duncan Energy Partners L.P. ("DEP," and collectively with TEPPCO, EPE and EPD, the "Public Partnerships"). As such, Mr. Duncan and these affiliates control these publicly traded partnerships, subject only to limitations set forth in their partnership agreements. Limitations may include review and approvals of certain transactions by the Audit, Conflicts and Governance Committees of the general partners of the Public Partnerships (the "ACG Committees").

Mr. Duncan and affiliates controlled by him, including the Public Partnerships, also regularly consider strategic transactions, which transactions may be with third parties or related parties. Subject to any requisite approvals of independent directors on ACG Committees or limitations under the applicable partnership agreements, such transactions may take place at any time with or without prior notice to unitholders of the Public Partnerships. These transactions may include, without limitation, (1) entering into one or more privately negotiated transactions for the purchase or sale of units representing limited partner interests, (2) effecting open market purchases of units representing limited partner interests, (3) making a tender or exchange offer for some or all of the units representing limited partner interests, (4) seeking a merger, sale of assets or other form of business combination involving one or more of these entities or their general partners, or (5) taking other actions that could have the purpose or effect of directly or indirectly influencing control over these entities.

Management of EPD, after consultation with the Audit, Conflicts and Governance Committee of its general partner, has initiated discussions with the Audit, Conflicts and Governance Committee of TEPPCO regarding the feasibility of a potential combination of EPD and TEPPCO. The consideration initially proposed by EPD in a letter dated March 9, 2009 included consideration of 1.043 EPD common units for each issued and outstanding TEPPCO unit and cash equal to \$1.00 per TEPPCO unit. Based on the current number of outstanding TEPPCO units, this consideration for TEPPCO units would consist of an aggregate of approximately 109.5 million EPD common units and \$105 million in cash. The proposed consideration for TEPPCO units set forth in the letter by EPD provided a basis for commencing discussions and further evaluations of the investment potential of a business combination.

The initial letter from EPD did not specify consideration to be paid for TEPPCO's general partner interests, including incentive distribution rights, or other financial terms or conditions. TEPPCO's general partner interests are owned by Texas Eastern Products Pipeline Company, LLC. EPE is the owner of the general partners of each of EPD and TEPPCO, and it currently owns approximately 3.0% of the outstanding EPD common units and 4.2% of the outstanding units of TEPPCO. Accordingly, the Reporting Persons expect definitive terms of any such combination will also require the approval of the ACG Committees. The Reporting Persons cannot predict whether any terms of a potential combination will be agreed upon initially by the ACG Committees of EPD and TEPPCO, or whether any potential combination if agreed upon by EPD and TEPPCO would be acceptable to the board of directors of EPE's general partner or its ACG Committee. Similarly, the Reporting Persons cannot predict whether any other Reporting Persons will support the terms of any potential combination, if any are proposed. The Reporting Persons believe that any combination of TEPPCO in which it is acquired by EPD, if approved and recommended by their general partners and ACG Committees, will also require the approval of TEPPCO unitholders in accordance with its partnership agreement.

At this time, the Reporting Persons believe EPD has not received any counteroffer from TEPPCO. The Reporting Persons and their affiliates may respond to inquiries by TEPPCO, EPD, EPE, their Audit, Conflicts and Governance Committees or their representatives. The Reporting Persons do not intend to update additional disclosures in its Schedule 13Ds regarding any plans or proposals made by EPD or TEPPCO unless or until definitive terms have been reached by these parties, or unless disclosure is otherwise required.

EPD does not currently own any TEPPCO units.

Except as stated above, no Reporting Person has any plans or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D.

#### Item 7. Material to be Filed as Exhibits.

Item 7 of the Original Schedule 13D is hereby amended in its entirety as follows:

99.1	Fourth Amended and Restated Agreement of Limited Partnership of TEPPCO Partners, L.P., dated as of December 8, 2006 (incorporated by reference to Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the Commission on December 8, 2006).
99.2	First Amendment to Fourth Amended and Restated Partnership Agreement of TEPPCO Partners, L.P. dated as of December 27, 2007 (incorporated by reference to Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed with the Commission on December 28, 2007).
99.3	Second Amended and Restated Credit Agreement, dated as of August 24, 2007, by and among EPCO Holdings, Inc., as borrower, the lenders party thereto, Citicorp North America, Inc., as Administrative Agent, Lehman Commercial Paper Inc., as Syndication Agent, Citibank, N.A., as Issuing Bank and the Bank of Nova Scotia, Suntrust Bank and Mizuho Corporate Bank, Ltd. as Co-Documentation Agents, Citigroup Global Markets Inc. and Lehman Brothers Inc. as Co-Arrangers and Joint Bookrunners (incorporated by reference to Exhibit 99.3 to the Issuer's Schedule 13D/A filed with the Commission on February 28, 2008).
99.4	Securities Purchase Agreement, dated as of May 7, 2007, by and among Enterprise GP Holdings L.P., Duncan Family Interests, Inc. and DFI GP Holdings, L.P. (incorporated by reference to Exhibit 10.4 to the Form 8-K filed by Enterprise GP Holdings L.P. with the Commission on May 10, 2007).
99.5	Third Amended and Restated Credit Agreement dated as of August 24, 2007, among Enterprise GP Holdings L.P., the Lenders party thereto, Citicorp North American, Inc., as Administrative Agent, and Citibank, N.A., as Issuing Bank. (incorporated by reference to Exhibit 4.1 to Form 8-K filed by Enterprise GP Holdings L.P. on August 30, 2007).
99.6	First Amendment to Third Amended and Restated Credit Agreement dated as of November 8, 2007, among Enterprise GP Holdings L.P., the Term Loan B Lenders party thereto, Citicorp North American, Inc., as Administrative Agent, and Citigroup Global Markets, Inc. and Lehman Brothers Inc. as Co-Arrangers and Joint Bookrunners (incorporated by reference to Exhibit 10.1 to Form 8-K filed by Enterprise GP Holdings L.P. on November 14, 2007).
99.7	Joint Filing Agreement, dated February 28, 2008 (incorporated by reference to Exhibit 99.7 to the Issuer's Schedule 13D/A filed with the Commission on February 28, 2008).

#### **SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: April 29, 2009 /s/ Dan L. Duncan Dan L. Duncan Dated: April 29, 2009 DD SECURITIES LLC By: /s/ W. Randall Fowler W. Randall Fowler **Executive Vice President** DAN DUNCAN LLC Dated: April 29, 2009 By: /s/ W. Randall Fowler W. Randall Fowler **Executive Vice President** Dated: April 29, 2009 DFI HOLDINGS, LLC By: DAN DUNCAN LLC, its sole member /s/ W. Randall Fowler By: W. Randall Fowler Executive Vice President DFI GP HOLDINGS, L.P. Dated: April 29, 2009 By: DFI HOLDINGS, LLC, its general partner By: DAN DUNCAN LLC, its sole member /s/ W. Randall Fowler By: W. Randall Fowler **Executive Vice President** DUNCAN FAMILY INTERESTS, INC. Dated: April 29, 2009 By: /s/ Michael G. Morgan Michael G. Morgan

President

Dated: April 29, 2009 EPCO, INC.

By: /s/ W. Randall Fowler

W. Randall Fowler Executive Vice President

Dated: April 29, 2009 EPCO HOLDINGS, INC.

By: /s/ W. Randall Fowler

W. Randall Fowler Executive Vice President

Dated: April 29, 2009 EPE HOLDINGS, LLC

By: /s/ W. Randall Fowler

W. Randall Fowler Executive Vice President

Dated: April 29, 2009 ENTERPRISE GP HOLDINGS L.P.

By: EPE HOLDINGS, LLC

By: /s/ W. Randall Fowler

W. Randall Fowler Executive Vice President