FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	
------------------------	--

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-028									
Estimated average burden									
hours per response:	0.5								

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

1. Name and Address of Reporting Person* COCKRELL J MICHAEL				2. Issuer Name and Ticker or Trading Symbol TEPPCO PARTNERS LP [TPP]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) 1100 LO	•	irst) STREET; SUITI	(Middle) E 1600		3. Date of Earliest Transaction (Month/Day/Year) 05/22/2007								X Officer (give title Other (specify below) Senior Vice President					
(Street) HOUST		X State)	77002 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)							G. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
	<u> </u>	Ti	able I - No	n-Deriv	ative	Securities	s Ac	quired,	Dis	posed o	of, or Be	neficial	lly Owned					
Date				Execution Date, Day/Year) if any		3. 4. Securiti Transaction Disposed Code (Instr. 5)		rities Acquired (A) or ed Of (D) (Instr. 3, 4 and		Beneficially Owned Foll	,	6. Own Form: I (D) or II (I) (Inst	Direct Ir ndirect B r. 4) O	Nature of direct eneficial wnership				
		Code V Amount (A) or (D) Price (Instr. 3 and 4)					"	(Instr. 4)										
Common Units Representing Limited Partnership Interests 05/				05/22/	2007		A		4,200	A	\$0(1) 4,20	0	D				
Common Units Respresenting Limited Partnership Interests											5,00	0	I		cockrell nvestment roperties, LC			
						ecurities alls, warr							/ Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year)	3A. Deemed Execution Date if any (Month/Day/Yea	Code (Insti				6. Date Exercisa Expiration Date (Month/Day/Yea		e	7. Title and Amou of Securities Underlying Deriva Security (Instr. 3 a 4)		Derivative ve Security			10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Cod	le V	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount Number Shares		(Instr. 4				
Employee Unit Options - Right to Buy #006-2	\$45.35	05/22/2007		A		22,000		05/22/20	11	05/21/2017	Common Units	22,00	0 \$0	22,0	,,000 D			
UAR	\$45.35	05/22/2007		A	Ī	33.076 ⁽²⁾		05/22/20	12	05/22/2012	Common	33.076	(2) \$0	33.07	1076 ⁽²⁾ D			

Explanation of Responses:

- 1. No consideration.
- 2. The Unit Appreciation Rights ("UAR") entitle the reporting person to receive on May 22, 2012 an amount equal to the excess, if any, of the Fair Market Value of a Unit over the Grant Price per Unit in Units or cash at the discretion of the Committee. The UARs are subject to forfeiture.

Remarks:

J. Michael Cockrell

05/23/2007

** 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.