

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) 12/08/2006	
		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 Partnership Interests	12/08/2006		j ⁽¹⁾	v	14,091,275	D	\$39.92	0	I ⁽²⁾	By TEPPCO General Partner
Units Representing Limited Partnership Interests	12/08/2006		j ⁽³⁾		14,091,275	D	\$39.92	2,500,000	I ⁽⁴⁾	By DFI GP Holdings
Units Representing Limited Partnership Interests	12/08/2006		j ⁽⁵⁾		13,386,711	A	\$39.92	13,386,711	I ⁽⁶⁾	By DFI
Units Representing Limited Partnership Interests	12/08/2006		j ⁽⁵⁾		704,564	A	\$39.92	704,564	I ⁽⁷⁾	By Duncan LLC ⁽⁸⁾

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)		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)					

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

1. Name and Address of Reporting Person*
EPCO, Inc.
 (Last) (First) (Middle)
 1100 LOUISIANA STREET; SUITE 10000
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. Units distributed to DFI GP Holdings L.P., the sole member of Texas Eastern Products Pipeline Company, LLC.
2. These Units are directly owned by Texas Eastern Products Pipeline Company, LLC ("TEPPCO General Partner"), which is the general partner of the Issuer. TEPPCO General Partner is a wholly owned subsidiary of DFI GP Holdings L.P. ("DFI GP Holdings"). DFI Holdings, LLC ("DFI Holdings") is the 1% general partner of DFI GP Holdings and Dan Duncan LLC ("Duncan LLC") is a 4% limited partner of DFI GP Holdings. The sole member of DFI Holdings is Duncan LLC. Dan L. Duncan is the sole member of 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.
3. Units distributed to each of the partners of DFI GP Holdings.
4. These Units are directly owned by DFI GP Holdings. DFI GP Holdings is controlled by its 1% general partner, DFI Holdings. The sole member of DFI Holdings is Duncan LLC, which is also a 4% limited partner of DFI GP Holdings. Dan L. Duncan is the sole member of Duncan LLC.
5. Units acquired pursuant to distribution to partners of DFI GP Holdings.
6. These Units are directly owned by Duncan Family Interests, Inc. ("DFI")
7. These Units are directly owned by Duncan LLC.
8. The power of attorney under which this form was signed is on file with the Commission.

Remarks:

William L. Soula, Attorney-in-
Fact on behalf of Dan L.
Duncan, and Assistant 12/12/2006
Secretary of EPCO, Inc.

** 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.