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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2009

TEPPCO PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1-10403
(Commission File Number)

76-0291058
(I.R.S. Employer
Identification No.)

1100 Louisiana, Suite 1600, Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's Telephone Number, including Area Code: **(713) 381-3636**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events.

On April 29, 2009, TEPPCO Partners, L.P. (“TEPPCO”) announced that it had received a proposal on March 9, 2009 from Enterprise Products Partners, L.P. (“Enterprise”), to acquire all of the outstanding partnership interests of TEPPCO. The proposed consideration for the limited partner units of TEPPCO consisted of 1.043 Enterprise common units and \$1.00 in cash for each TEPPCO unit. In order to evaluate the proposed acquisition by Enterprise, the Audit, Conflicts and Governance Committee of TEPPCO’s general partner, Texas Eastern Products Pipeline Company, LLC, formed a special committee consisting of Donald H. Daigle, Irvin Toole, Jr. and Duke R. Ligon (the “Special Committee”). After considering Enterprise’s proposal with the assistance of its financial and legal advisors, the Special Committee unanimously concluded that it did not support the proposal and advised Enterprise of its decision. The Special Committee informed Enterprise that it remained willing to consider a revised proposal.

The general partners of both TEPPCO and Enterprise are owned by Enterprise GP Holdings, L.P., which also owns approximately 4.2% and 3.0%, respectively, of the outstanding limited partner units of TEPPCO and Enterprise.

TEPPCO does not intend to comment further on discussions with Enterprise unless and until a definitive agreement is reached and gives no assurance that any such agreement will be executed or that any transaction will be approved or consummated.

A copy of the news release relating to this disclosure is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The information in Exhibit 99.1 is “furnished” and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 if and to the extent such subsequent filing specifically references the information as being incorporated by reference therein.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of TEPPCO Partners, L.P., dated April 29, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEPPCO PARTNERS, L.P.

By: Texas Eastern Products Pipeline Company, LLC,
its General Partner

Date: April 29, 2009

By: /s/ Patricia A. Totten
Name: Patricia A. Totten
Title: Vice President, General Counsel and Secretary

Exhibit Index

Exhibit No.

Description

99.1 Press release of TEPPCO Partners, L.P. dated April 29, 2009.



April 29, 2009

CONTACTS:	Investor Relations –	Mark G. Stockard
	Phone:	(713) 381-4707
	Toll Free:	(800) 659-0059
	Media Relations –	Rick Rainey
	Phone:	(713) 381-3635

**TEPPCO PARTNERS, L.P.'S SPECIAL COMMITTEE
RESPONDS TO ENTERPRISE'S PROPOSAL**

HOUSTON – TEPPCO Partners, L.P. (NYSE:TPP) (“TEPPCO”) today announced that on March 9, 2009, it received an offer from Enterprise Products Partners L.P. (NYSE: EPD) (“Enterprise”) to acquire all of the outstanding partnership interests of TEPPCO for 1.043 Enterprise common units plus \$1.00 in cash for each TEPPCO common unit. In order to evaluate the proposed acquisition by Enterprise, the Audit, Conflicts and Governance Committee of TEPPCO’s general partner, Texas Eastern Products Pipeline Company, LLC, has formed a special committee of independent directors consisting of Donald H. Daigle, Irvin Toole, Jr. and Duke R. Ligon. After considering Enterprise’s offer with the assistance of its financial and legal advisors, the special committee has unanimously concluded that it does not support the proposal as it now stands and has advised Enterprise of its decision. However, the special committee remains willing to consider a revised proposal that appropriately recognizes the value of TEPPCO, including the significant benefits that would accrue to Enterprise as a result of a merger with TEPPCO.

Mr. Donald H. Daigle, chairman of the special committee, said, “The special committee is confident in TEPPCO’s strong financial performance and its diverse and valuable asset mix, which should continue to enhance unitholder value. In addition, we look

forward to TEPPCO maintaining its successful relationship with Enterprise, regardless of ownership structure.”

TEPPCO does not intend to comment further on discussions unless and until a definitive agreement is reached.

TEPPCO Partners, L.P., is a publicly traded energy logistics partnership with operations that span much of the continental United States. TEPPCO owns and operates an extensive network of assets that facilitate the movement, marketing, gathering and storage of various commodities and energy-related products. The partnership’s midstream network is comprised of approximately 12,500 miles of pipelines that gather and transport refined petroleum products, crude oil, natural gas, liquefied petroleum gases (LPGs) and natural gas liquids, including one of the largest common carrier pipelines for refined petroleum products and LPGs in the United States. TEPPCO’s storage assets include approximately 27 million barrels of capacity for refined petroleum products and LPGs and about 14 million barrels of capacity for crude oil. TEPPCO also owns a marine business that operates primarily on the United States inland and Intracoastal Waterway systems, and in the Gulf of Mexico. For more information, visit TEPPCO’s website (www.teppco.com). Texas Eastern Products Pipeline Company, LLC, the general partner of TEPPCO Partners, L.P., is owned by Enterprise GP Holdings (NYSE:EPE).

This news release includes forward-looking statements. Except for the historical information contained herein, the matters discussed in this news release are forward-looking statements that involve certain risks and uncertainties. These risks and uncertainties include, among other things, insufficient cash from operations, market conditions, governmental regulations and factors discussed in TEPPCO Partners, L.P.’s filings with the Securities and Exchange Commission. If any of these risks or uncertainties materializes, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those expected. The partnership disclaims any intention or obligation to update publicly or reverse such statements, whether as a result of new information, future events or otherwise.

###
