

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) 11/13/2008	
		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	11/13/2008		J ⁽⁷⁾		123,185	D	\$25.34	8,863,526	I ⁽¹⁾	By DFI
Common Units Representing Limited Partnership Interests								4,400,000	I ⁽²⁾	By EGPH
Common Units Representing Limited Partnership Interests								2,500,000	I ⁽³⁾	By DFI GP Holdings
Common Units Representing Limited Partnership Interests								704,564	I ⁽⁴⁾	By DD Securities
Common Units Representing Limited Partnership Interests								53,275	I ⁽⁵⁾	By 2000 Trust
Common Units Representing Limited Partnership Interests								241,380	I ⁽⁶⁾	By TEPPCO Unit
Common Units Representing Limited Partnership Interests	11/13/2008		J ⁽⁷⁾		123,185	A	\$25.34	123,185	I ⁽⁷⁾	By TEPPCO Unit II
Common Units Representing Limited Partnership Interests								64,200	D ⁽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)		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. These common units are 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.
2. These common units are 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.
3. These common units are 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.
4. These common units are directly owned by DD Securities.
5. These common units are directly owned by the Duncan Family 2000 Trust (the "2000 Trust"). EPCO is the grantor of the 2000 Trust.
6. These common units are 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. The Class A limited partner interest generally entitles the holder to an amount of TEPPCO Partners L.P. units equal to (i) \$7,000,000 as adjusted for the Class A limited partner to receive a preferred annual return equal to a floating rate between 4.5% and 5.725% divided by (ii) the market price of securities on the date of TEPPCO Unit's liquidation. The reporting persons disclaim beneficial ownership of the securities held by TEPPCO Unit, except to the extent of their pecuniary interest in the securities.
7. These common units were contributed to TEPPCO Unit II L.P. ("TEPPCO Unit II") by DFI on November 13, 2008 at the closing price of the common units on November 12, 2008. These common units are 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. The Class A limited partner interest generally entitles the holder to an amount of TEPPCO Partners L.P. units equal to (i) \$3,100,000 as adjusted for the Class A limited partner to receive a preferred annual return equal to 6.31% per annum divided by (ii) the market price of securities on the date of TEPPCO Unit II's liquidation. The reporting persons disclaim beneficial ownership of the securities held by TEPPCO Unit II, except to the extent of their pecuniary interest in the securities.
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
Secretary of EPCO, Inc. 11/17/2008

** 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.