

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Totten Patricia A</u>			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 type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> <u>VP, Gen. Counsel, &amp; Secretary</u>		
(Last) (First) (Middle) <u>1100 LOUISIANA, SUITE 1600</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2009</u>			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		
(Street) <u>HOUSTON TX 77002</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)								

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			
<u>Common Units Representing Limited Partnership Interests</u>	<u>10/26/2009</u>		<u>D</u>		<u>14,144</u>	<u>D</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	

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	Title	Amount or Number of Shares					
<u>Employee Unit Options - Right To Buy</u>	<u>(2)</u>	<u>10/26/2009</u>		<u>D</u>			<u>22,000</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Units</u>	<u>22,000</u>	<u>(2)</u>	<u>0</u>	<u>D</u>		
<u>Employee Unit Options - Right To Buy</u>	<u>(2)</u>	<u>10/26/2009</u>		<u>D</u>			<u>25,000</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Units</u>	<u>25,000</u>	<u>(2)</u>	<u>0</u>	<u>D</u>		
<u>Employee Unit Options - Right To Buy</u>	<u>(2)</u>	<u>10/26/2009</u>		<u>D</u>			<u>23,500</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Units</u>	<u>23,500</u>	<u>(2)</u>	<u>0</u>	<u>D</u>		
<u>Employee Unit Options - Right To Buy</u>	<u>(2)</u>	<u>10/26/2009</u>		<u>D</u>			<u>25,000</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Units</u>	<u>25,000</u>	<u>(2)</u>	<u>0</u>	<u>D</u>		
<u>Phantom Units</u>	<u>(2)</u>	<u>10/26/2009</u>		<u>D</u>			<u>2,800</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Units</u>	<u>2,800</u>	<u>(2)</u>	<u>0</u>	<u>D</u>		
<u>UAR</u>	<u>(2)</u>	<u>10/26/2009</u>		<u>D</u>			<u>26,461</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Units</u>	<u>26,461</u>	<u>(2)</u>	<u>0</u>	<u>D</u>		
<u>Class B Limited Partner Interest in TEPPCO Unit L.P.</u>	<u>(3)</u>	<u>10/26/2009</u>		<u>D</u>			<u>0<sup>(3)</sup></u>	<u>(3)</u>	<u>(3)</u>	<u>Common Units</u>	<u>(3)</u>	<u>(3)</u>	<u>0</u>	<u>D<sup>(4)</sup></u>		

Explanation of Responses:

- Disposed of pursuant to the Agreement and Plan of Merger dated as of June 28, 2009, by and among Enterprise Products Partners L.P., Enterprise Products GP, LLC, Enterprise Sub B LLC, TEPPCO Partners, L.P. and Texas Eastern Products Pipeline Company, LLC (the "MLP Merger Agreement") in exchange for the merger consideration (as defined in the MLP Merger Agreement).
- Pursuant to the MLP Merger Agreement, all employee unit options, phantom units, and unit appreciation rights ("UARs") were converted into the merger consideration with respect to such awards.
- The grant of Class B limited partner interest in TEPPCO Unit L.P., which owned TEPPCO units, was not made in TEPPCO units, but rather an interest in the partnership. The TEPPCO units held by the partnership were disposed of pursuant to the MLP Merger Agreement in exchange for the merger consideration.
- The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Wendi S. Bickett, Attorney in Fact on behalf of Patricia A. Totten 10/28/2009

\*\* 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.

KNOW ALL PERSONS BY THIS DOCUMENT: That I, Patricia A. Totten, have made, constituted, and appointed, and by this document do make, constitute, and appoint Tracy E

\_\_\_\_\_/s/ Tracy E. Ohmart\_\_\_\_\_

Tracy E. Ohmart, Attorney-in-Fact

\_\_\_\_\_/s/ Christopher S. Wade\_\_\_\_\_

Christopher S. Wade, Attorney-in-Fact

\_\_\_\_\_/s/ Wendi S. Bickett\_\_\_\_\_

Wendi S. Bickett, Attorney-in-Fact

or any of them, signing singly, my true and lawful attorney-in-fact, and in my name, place, and stead to:

1. Execute, deliver and file on behalf of the undersigned, in the undersigned's capacity as an officer of Texas Eastern Products Pipeline Company, LLC, the sole gene
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and time!
3. Take any other action of any type whatsoever in connection with or in furtherance of the matters described in paragraphs 1 and 2 above which in the opinion of its

Giving and granting to each such attorney-in-fact full power and authority to do and perform every act necessary and proper to be done in the exercise of the forego:

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of September, 2009.

\_\_\_\_\_/s/ Patricia A. Totten\_\_\_\_\_

PATRICIA A. TOTTEN