

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	
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1. Name and Address of Reporting Person* <u>Thompson Jerry Edward</u> (Last) (First) (Middle) 1100 LOUISIANA STREET; SUITE 1600 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/04/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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								58,600 ⁽¹⁾	D	
Common Units Representing Limited Partnership Interests								4,200	I	by The Iris Gabrielse Trust

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					
Class B Limited Partnership Interest in TEPPCO Unit L.P.	(3)	09/04/2008		J ⁽²⁾		0 ⁽²⁾		(3)	(3)	Units (3)	\$0	0 ⁽²⁾	D ⁽⁴⁾	

Explanation of Responses:

- Includes common units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.
- The reporting person is an owner of Class B limited partner interest in TEPPCO Unit L.P. ("TEPPCO Unit"). TEPPCO Unit owns directly 241,380 Units of TEPPCO Partners, L.P. ("TEPPCO"). TEPPCO Unit is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. EPCO Holdings, Inc. ("EPCO Holdings") is the sole Class A limited partner and EPCO is the general partner of TEPPCO Unit. The reporting person acquired these Class B limited partner interests in TEPPCO Unit from a grant of such interests by EPCO, in its capacity as general partner of TEPPCO Unit. The Class B limited partner interest owned by the reporting person represent an initial 28.57143% Class B limited partner interest in TEPPCO Unit, in accordance with the Agreement of Limited Partnership of TEPPCO Unit.
- On September 4, 2013, TEPPCO Unit will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to (i) approximately 241,380 minus (ii) the quotient of (a) \$7,000,000 plus any undistributed preferred return to the Class A Limited Partner divided by (b) the fair market value (as defined) of the Units calculated as of September 4, 2013. The remaining Units will be distributed to EPCO Holdings as the Class A Limited Partner. The Class B limited partner interest is subject to forfeiture.
- The power of attorney under which this form was signed is on file with the Commission.

Remarks:

Vickie L. Graham, Attorney-in-Fact on behalf of Jerry E. Thompson 09/08/2008

** 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.