

**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>COCKRELL J MICHAEL</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/26/2009		D		22,200	D	(1)	0	D	
Common Units Representing Limited Partnership Interests	10/26/2009		D		5,000	D	(1)	0	I	By Cockrell Investment Properties, LLC

**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					
Employee Unit Options - Right To Buy	(2)	10/26/2009		D			22,000	(2)	(2)	Common Units	22,000	(2)	0	D
Employee Unit Options - Right To Buy	(2)	10/26/2009		D			25,000	(2)	(2)	Common Units	25,000	(2)	0	D
Employee Unit Options - Right To Buy	(2)	10/26/2009		D			23,500	(2)	(2)	Common Units	23,500	(2)	0	D
Employee Unit Options - Right To Buy	(2)	10/26/2009		D			25,000	(2)	(2)	Common Units	25,000	(2)	0	D
UAR	(2)	10/26/2009		D			33,076	(2)	(2)	Common Units	33,076	(2)	0	D
Class B Limited Partner Interest in TEPPCO Unit L.P.	(3)	10/26/2009		D			0 <sup>(3)</sup>	(3)	(3)	Common Units	(3)	(3)	0	D <sup>(4)</sup>

**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.

4. The power of attorney under which this form was signed is on file with the Commission.

**Remarks:**

Patricia A. Totten, Agent and  
Attorney in Fact on behalf of J. 10/28/2009  
Michael Cockrell

\*\* 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.**