

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Thompson Jerry Edward</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2006</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		
<u>1100 LOUISIANA STREET; SUITE 1600</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>HOUSTON</u>	<u>TX</u>	<u>77002</u>						
(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			
Common Units Representing Limited Partnership Interests	04/11/2007		M		13,000	A	(1)	25,000	D	
Common Units Representing Limited Partnership Interests	04/11/2007		D		13,000	D	\$44.39	12,000	D	
Common Units Representing Limited Partnership Interests	04/11/2008		M		13,000	A	(1)	50,000 ⁽³⁾	D	
Common Units Representing Limited Partnership Interests	04/11/2008		D		13,000	D	\$34.31	37,000 ⁽³⁾	D	
Common Units Representing Limited Partnership Interests	04/11/2009		M		13,000	A	(1)	79,560 ⁽³⁾	D	
Common Units Representing Limited Partnership Interests	04/11/2009		D		13,000	D	\$23.47	66,560 ⁽³⁾	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	Title	Amount or Number of Shares				
Phantom Units	(1)	04/11/2006		A		39,000		(2)	(2)	Common Units	39,000	\$0	39,000	D	
Phantom Units	(1)	04/11/2007		M			13,000	(2)	(2)	Common Units	13,000	(1)	26,000	D	
Phantom Units	(1)	04/11/2008		M			13,000	(2)	(2)	Common Units	13,000	(1)	13,000	D	
Phantom Units	(1)	04/11/2009		M			13,000	(2)	(2)	Common Units	13,000	(1)	0	D ⁽⁴⁾	

Explanation of Responses:

- Each Phantom Unit is the economic equivalent of one common unit of TPP.
- One-Third of the Phantom Units awarded on April 11, 2006 vest on each of April 11, 2007, April 11, 2008, and April 11, 2009. The exercise date and the expiration date of this grant are the same as the vesting dates. Upon vesting of the Phantom Units, the Reporting Person shall receive a cash payment equivalent to the closing price of the TPP common unit on the date of vesting or the closest preceding date as appropriate times the number of Phantom Units vesting.
- Includes common units granted to the Reporting Person that have restricted vesting dates and are subject to forfeiture.
- 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 Jerry E. Thompson 04/14/2009

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.