

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

TEPPCO PARTNERS, L.P.
(EXACT NAME OF
REGISTRANT AS SPECIFIED
IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION
OR ORGANIZATION)

76-0291058
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

2929 ALLEN PARKWAY
P.O. BOX 2521
HOUSTON, TEXAS 77252-2521
(713) 759-3636

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JAMES C. RUTH
2929 ALLEN PARKWAY
P.O. BOX 2521
HOUSTON, TEXAS 77252-2521
(713) 759-3636

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

VINSON & ELKINS L.L.P.
1001 FANNIN STREET, SUITE 3600
HOUSTON, TEXAS 77002
(713) 758-2222
ATTENTION: JAMES M. PRINCE

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As
soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-74286

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Proposed Offering	Maximum Amount of Registered Securities To Be Offered	Proposed Price Per Unit	Maximum Aggregate Offering Price	Registration Fee (1)	Registration Fee (2)
	\$9,865,600	100%	\$9,865,600	\$907.64	
					Limited Partnership Units

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).

(2) The fee of \$907.64 was calculated pursuant to Rule 457(o) by multiplying the \$9,865,600 increase in the maximum aggregate offering price by the current SEC fee.

THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

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EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional limited partnership units of TEPPCO Partners, L.P., a Delaware limited partnership, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-3 (Registration No. 333-74286) filed by TEPPCO Partners, L.P. with the Securities and Exchange Commission on November 30, 2001, as amended by Amendment No. 1 thereto filed on January 17, 2002, Amendment No. 2 thereto filed on February 4, 2002, Amendment No. 3 thereto filed on February 8, 2002 and Amendment No. 4 thereto filed on February 12, 2002, which was declared effective on February 12, 2002, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 19th day of March, 2002.

TEPPCO PARTNERS, L.P.

By: TEXAS EASTERN PRODUCTS PIPELINE
COMPANY, LLC, as General Partner

By: /s/ Charles H. Leonard

Charles H. Leonard,
Senior Vice President, Chief Financial
Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 19th day of March, 2002.

SIGNATURE
POSITION -

----- *
Chairman
of the
Board and
Chief
Executive
Officer of
Texas
Eastern -

- Products
Pipeline
Company,
LLC and of
TEPPCO GP,
Inc.*

William L.
Thacker *
President
and Chief
Operating
Officer of
Texas
Eastern
Products
Pipeline -

- Company,
LLC and of
TEPPCO GP,
Inc.*

Barry R.
Pearl
Senior
Vice
President,
Chief
Financial
Officer
and
Treasurer
of Texas
/s/

Charles H.
Leonard
Eastern
Products
Pipeline
Company,
LLC and of
TEPPCO GP,
Inc.*
(Principal

Accounting
and
Financial
Officer)
Charles H.
Leonard *
Vice
Chairman
of the
Board and
Director
of Texas
Eastern

Products -

- Pipeline
Company,
LLC Jim W.
Mogg *
Director
of Texas
Eastern -

- Products
Pipeline
Company,
LLC Milton
Carroll *
Director
of Texas
Eastern -

- Products
Pipeline
Company,
LLC Carl
D. Clay *
Director
of Texas
Eastern -

- Products
Pipeline
Company,
LLC
Derrill
Cody *
Director
of Texas
Eastern -

- Products
Pipeline
Company,
LLC John
P.
DesBarres
* Director
of Texas
Eastern -

- Products
Pipeline
Company,
LLC Fred
J. Fowler
- -----

Director
of Texas
Eastern *
Products
Pipeline
Company,
LLC - ----

Mark A.

Borer - --

Director
of Texas
Eastern *
Products
Pipeline
Company,
LLC - ----

William W.
Slaughter
*By: /s/
Charles H.
Leonard --

- Charles
H. Leonard
Attorney-
in-Fact

EXHIBIT INDEX

Exhibit No. -----	Description -----
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of KPMG LLP
23.2	Consent of PricewaterhouseCoopers LLP

VINSON & ELKINS
ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.
2300 FIRST CITY TOWER
1001 FANNIN STREET
HOUSTON, TEXAS 77002-6760
TELEPHONE (713) 758-2222
FAX (713) 758-2346
www.velaw.com

March 18, 2002

TEPPCO Partners, L.P.
2929 Allen Parkway
Houston, Texas 77252

Ladies and Gentlemen:

We have acted as counsel for TEPPCO Partners, L.P., a Delaware limited partnership (the "Partnership"), with respect to certain legal matters in connection with the registration by the Partnership under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale by the Partnership of up to 1,920,000 units representing limited partner interests in the Partnership (the "Units"). We have participated in the preparation of the Partnership's registration statement on Form S-3 (Commission File no.: 333-74286) (the "Registration Statement") and an additional registration statement of the Partnership filed on Form S-3 in accordance with General Instruction IV. of Form S-3 and Rule 462(b) promulgated under the Securities Act for the purpose of registering additional Units in the amount of \$9,865,600 (the "Additional Registration Statement") to which this opinion is filed as an exhibit. The Additional Registration Statement incorporates by reference the contents of the Registration Statement, including a prospectus (the "Prospectus") included as part of the Registration Statement. A prospectus supplement (the "Prospectus Supplement") has been, or will be, filed pursuant to Rule 424(b) promulgated under the Securities Act describing the offer and sale of the Units, which shall constitute a part of the Prospectus. The Registration Statement and the Additional Registration Statement are referred to herein collectively as the "Registration Statements." Capitalized terms not defined herein shall have the meanings ascribed to them in the Prospectus.

In rendering the opinions set forth below, we have examined and relied upon (i) the Registration Statements, including the Prospectus; (ii) the Third Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of September 21, 2001, (iii) an Underwriting Agreement, dated an even date with this opinion relating to the offering and sale of the Units (the "Underwriting Agreement"), a copy of which has been, or will be, filed with the Commission as an exhibit to a Current Report on Form 8-K prior to the closing of the sale of the Units and (iv) such other certificates, statutes and other instruments and documents as we consider appropriate for purposes of the opinions hereafter expressed.

In connection with this opinion, we have assumed that all Units will be issued and sold in compliance in the manner stated in the Prospectus and the Underwriting Agreement.

Based upon and subject to the foregoing, we are of the opinion that when the Units have been issued and delivered in accordance with terms of the Underwriting Agreement, then the Units will be validly issued, fully paid and non-assessable, except as described in the Prospectus.

The opinions expressed herein are qualified in the following respects:

- A. We have assumed, without independent verification, that the certificates for the Units will conform to the specimens thereof examined by us and will have been duly countersigned by a transfer agent and duly registered by a registrar of the Units.
- B. We have assumed that (i) each document submitted to us for review is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original and all signatures on each such document are genuine, and (ii) each certificate from governmental officials reviewed by us is accurate, complete and authentic, and all official public records are accurate and complete.
- C. This opinion is limited in all respects to federal laws, the Delaware Revised Uniform Limited Partnership Act and the Constitution of the State of Delaware, as interpreted by the courts of the State of Delaware and of the United States.

We hereby consent to the references to this firm under the captions "Federal Income Tax Considerations" and "Legal Matters" in the Prospectus and to the filing of this opinion as an Exhibit to the Registration Statements. By giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

INDEPENDENT AUDITORS' CONSENT

To the Partners of
TEPPCO Partners, L.P.

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of TEPPCO Partners, L.P. filed pursuant to Rule 462(b) of the Securities and Exchange Commission and relating to the earlier registration statement of TEPPCO Partners, L.P. (Commission File no.: 333-74286) (the "Earlier Registration Statement") of our report dated January 17, 2002 relating to the financial statements of TEPPCO Partners, L.P. and subsidiaries as of December 31, 2001 and 2000 and for each of the years in the three-year period ended December 31, 2001, which appears in the Annual Report on Form 10-K of TEPPCO Partners, L.P. for the year ended December 31, 2001. We also consent to the reference to us under the headings "Experts" in the Prospectus Supplement constituting a part of the Earlier Registration Statement which is incorporated by reference in this Registration Statement.

The audit report covering the December 31, 2001 consolidated financial statements refers to a change in the method of accounting for derivative financial instruments and hedging activities on January 1, 2001 and, effective July 1, 2001, adoption of the provisions of Statement of Financial Accounting Standards ("SFAS") No. 141, Business Combinations, and certain provisions of SFAS No. 142, Goodwill and Other Intangible Assets.

/s/ KPMG LLP

Houston, Texas
March 18, 2002

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of TEPPCO Partners, L.P. filed pursuant to Rule 462(b) of the Securities and Exchange Commission and relating to the earlier registration statement of TEPPCO Partners, L.P. (Commission File no.: 333-74286) (the "Earlier Registration Statement") of our report dated October 31, 2001 relating to the financial statements of Jonah Gas Gathering Company as of December 31, 2000 and for the periods June 1 to December 31, 2000 and January 1 to May 31, 2000 (Predecessor), which appears in the Current Report on Form 8-K/A of TEPPCO Partners, L.P. filed November 9, 2001. We also consent to the reference to us under the headings "Experts" in the Prospectus constituting a part of the Earlier Registration Statement which is incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Denver, Colorado

March 18, 2002