

DCP Midstream Partners, LP
Form 4
February 20, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DCP MIDSTREAM, LLC

(Last) (First) (Middle)

370 17TH STREET., SUITE 2500

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

DCP Midstream Partners, LP [DPM]

3. Date of Earliest Transaction
(Month/Day/Year)

02/18/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Ownership (Instr. 4)
Common Units	02/18/2008		C	3,571,428	A (4) 4,675,022	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares
Subordinated Units	(2)	02/18/2008		C	3,571,428	(3) (3)	Common Units	3,571,428

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DCP MIDSTREAM, LLC 370 17TH STREET, SUITE 2500 DENVER, CO 80202		X		
DCP LP Holdings, LLC 370 17TH STREET, SUITE 2500 DENVER, CO 80202		X		

Signatures

/s/ Brent L. Backes 02/20/2008

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

The securities reported on this Form 4 are held directly by DCP LP Holdings, LLC (formerly known as DCP LP Holdings, LP), a
(1) Delaware limited liability company ("DCP Holdings"). DCP Midstream, LLC (formerly known as Duke Energy Field Services, LLC), is the general partner of DCP Holdings.

(2) Each Subordinated Unit will convert into one Common Unit.

Each Subordinated Unit will convert into one Common Unit at the end of the subordination period, which will end once the Issuer meets the financial tests contained in the Issuer's partnership agreement. If the tests for ending the subordination period are satisfied for any two consecutive four-quarter periods ending on or after December 31, 2007, 50% of the Subordinated Units will convert into an equal number of Common Units. The other 50% of the Subordinated Units will convert into an equal number of Common Units one year following the conversion of the first 50%, provided the additional financial tests for ending the subordination period contained in the partnership agreement are satisfied.

3,571,428 Subordinated Units converted into Common Units on a one-for-one basis for no additional consideration on February 18, 2008,
(4) after the Issuer satisfied the financial tests for early conversion of 50% of the outstanding Subordinated Units set forth in the Issuer's partnership agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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