

DCP Midstream Partners, LP  
 Form 4  
 December 09, 2005

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DUKE ENERGY FIELD SERVICES 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)  
 12/07/2005  
 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 Indirect Ownership (Instr. 4)
Common Units	12/07/2005		D <sup>(2)</sup>	1,350,000	D \$ 21.5 7,143	I	See footnote (1)

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

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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)**

## Edgar Filing: DCP Midstream Partners, LP - Form 4

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

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

## Signatures

/s/ Brent L. Backes, Vice President, General Counsel and Secretary

12/09/2005

\_\_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).

(1) The securities reported on this Form 3 are held directly by DCP LP Holdings, LP, a Delaware limited Partnership ("DCP LP"). Duke Energy Field Services, LLC, a Delaware limited liability company, is the general partner of DCP LP.

(2) In connection with the initial public offering of common units of the Issuer, the underwriters have exercised their option to purchase an additional 1,350,000 common units from the Issuer ("Option Purchase"), which closed on December 7, 2005. Pursuant to the terms of the Underwriting Agreement between Duke Energy Field Services, LLC ("DEFS"), the Issuer, its affiliates and the underwriters, 1,350,000 common units were redeemed from DCP LP Holdings, LP, a subsidiary of DEFS, in connection with the Option Purchase.

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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