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

Dominion Midstream Partners, LP Form 4 September 28, 2015

September	28, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
-	UNITED	SIAILS			AND EA 1, D.C. 2(		INGE CU		OMB Number:	3235-0287	
Check t if no los	nger			U					Expires:	January 31, 2005	
subject Section Form 4	MENT OF	F CHANGES IN BENEFICIAL OWN SECURITIES					ERSHIP OF	Estimated a burden hour	verage rs per		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(c) See Instruction 1(c) 1(c											
(Print or Type	e Responses)										
1. Name and DOMINIC	INC g						5. Relationship of Reporting Person(s) to Issuer				
/VA/			Dominion Midstream Partners, LP [DM]					(Check all applicable)			
(Last) (First) (Middle)			(Month/Dav/Year)					_X_ Director _X_ 10% Owner Officer (give title Other (specify below) below)			
120 TRED	EGAR STREET	(	09/24/2	2015					0010w)		
RICHMO	(Street) ND, VA 23219			endment, D nth/Day/Yea	ate Origina ar)	al	A 	. Individual or Joi pplicable Line) X_Form filed by Oi Form filed by Mo erson	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)			(D) 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Units (Limited	09/24/2015			P	32,686		\$ 26.4022	32,686	D		
Partner Interests)	0,12,12010			-	22,000		<u>(1)</u>		D		
Common Units (Limited Partner Interests)	09/24/2015			Р	6,012	A	\$ 27.4054 (2)	38,698	D		
Common Units	09/25/2015			Р	38,698	А	\$ 28.5643	77,396	D		

(Limited Partner Interests)	(3)			
Common Units (Limited Partner Interests)		48,932,717 (4)	I <u>(4)</u>	See Footnote $(4)$

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

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 control number.

Exercisable Date

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Title Amoun		8. Price of Derivative	9. Nu Deriv
		(Wonth/Day/Tear)	,			*					
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Underly	yıng	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
						Date	Expiration		Number		

Code V (A) (D)

Reporting O	wners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
DOMINION RESOURCES INC /VA/ 120 TREDEGAR STREET RICHMOND, VA 23219	Х	Х				
Signatures						
/s/ Karen W. Doggett, Assistant Corporate Secretary, Dominion						0

Resources, Inc.

<u>\*\*</u>Signature of Reporting Person

09/28/2015

Date

of

Shares

## **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).
- Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$26.00 to \$26.91. The filer undertakes
   (1) to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.
- Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$27.10 to \$27.96. The filer undertakes
  (2) to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.
- Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$28.26 to \$29.19. The filer undertakes
   (3) to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.

Dominion Resources, Inc. ("Dominion") may be deemed to indirectly own 5,112,139 common units representing limited partner interests ("Common Units") in the Issuer held directly by its wholly owned subsidiary Dominion MLP Holding Company II, Inc. Additionally, Dominion may be deemed to indirectly own an additional 11,847,789 Common Units and 31,972,789 subordinated units

(4) representing limited partner interests ("Subordinated Units") in the Issuer held directly by its indirect wholly owned subsidiary Dominion MLP Holding Company, LLC. Each Subordinated Unit will convert into one common unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (File No. 333-194864). The Subordinated Units have no expiration date.

## **Remarks:**

Dominion Midstream GP, LLC (the "General Partner") serves as the general partner of the Issuer and manages the Issuer's ope

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.