

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response: 0.5

☐ 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**

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>DCP MIDSTREAM, LLC</u>  (Last) (First) (Middle) <u>370 SEVENTEENTH STREET</u> <u>SUITE 2500</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DCP Midstream Partners, LP [ DPM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/17/2009		C		3,571,429	A	(4)	8,246,451	I	See Footnote <sup>(1)</sup>

**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				
Subordinated Units	(2)	02/17/2009		C			3,571,429	(3)	(3)	Common Units	3,571,429	(4)	0	I	See Footnote <sup>(1)</sup>

1. Name and Address of Reporting Person\*

DCP MIDSTREAM, LLC

(Last) (First) (Middle)

370 SEVENTEENTH STREET  
SUITE 2500

(Street)

DENVER CO 80202

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DCP LP Holdings, LLC

(Last) (First) (Middle)

370 17TH STREET  
SUITE 2500

(Street)

DENVER CO 80202

(City) (State) (Zip)

**Explanation of Responses:**

1. The securities reported on this Form 4 are held directly by DCP LP Holdings, LLC (formerly known as DCP LP Holdings, LP), a Delaware limited liability company ("DCP Holdings"). DCP Midstream, LLC is the sole member of DCP Holdings.
2. Each Subordinated Unit will convert into one Common Unit.
3. 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.
4. 3,571,429 Subordinated Units converted into Common Units on a one-for-one basis for no additional consideration on February 17, 2009, after the Issuer satisfied the financial tests for early conversion of the final 50% of the outstanding Subordinated Units set forth in the Issuer's partnership agreement.

/s/ Brent Backes

02/20/2009

\*\* Signature of Reporting Person      Date

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.**