

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 16, 2008

DCP MIDSTREAM PARTNERS, LP  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation)

001-32678  
(Commission File Number)

03-0567133  
(IRS Employer  
Identification No.)

370 17th Street, Suite 2775  
Denver, Colorado 80202  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (303) 633-2900

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 5.02 Departure of Directors or Principal Officers; Election of Directors

On October 16, 2008, DCP Midstream Partners, LP (the "Partnership") issued a press release announcing the resignation of Willie C.W. Chiang and Sigmund L. Cornelius as directors of the Board of Directors of the Partnership's ultimate general partner, DCP Midstream GP, LLC (the "General Partner") and the appointment of John E. Lowe and Gregory J. Goff to the Board of Directors, effective October 16, 2008. There were no disagreements between Messrs. Chiang or Cornelius and the Partnership regarding any matter or relating to the Partnership's operations, policies or practices.

Mr. Lowe currently serves as assistant to the Chief Executive Officer of ConocoPhillips, an affiliate of the General Partner and Mr. Goff currently serves as Senior Vice President, Commercial of ConocoPhillips. There is no arrangement or understanding between either Mr. Lowe or Mr. Goff and any other persons pursuant to which they were selected as a director. The Board of Directors of the General Partner did not name Mr. Lowe or Mr. Goff to any committees of the Board of Directors at this time.

The General Partner serves as the ultimate general partner of the Partnership, holding a general partner interest in the Partnership. DCP Midstream, LLC currently owns 100% of the General Partner, which allows it to control the Partnership, and owns a 28.8% limited partner interest in the Partnership. DCP Midstream, LLC is a joint venture equally owned by Spectra Energy Corp. and ConocoPhillips. For relationships between the Partnership, the General Partner, DCP Midstream, LLC and its affiliates, please read Item 13 "Certain Relationships and Related Transactions, and Director Independence", which is incorporated herein by reference from the Partnership's annual report on Form 10-K, filed with the Securities and Exchange Commission on March 10, 2008.

The press release announcing these changes is attached hereto as Exhibit 99.1.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release dated October 16, 2008.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### DCP MIDSTREAM PARTNERS, LP

By: **DCP MIDSTREAM GP, LP**  
**its General Partner**

By: **DCP MIDSTREAM GP, LLC**  
**its General Partner**

By: /s/ Michael S. Richards

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Name: Michael S. Richards

Title: Vice President, General Counsel and Secretary

October 17, 2008

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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Exhibit 99.1	Press Release dated October 16, 2008.
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October 16, 2008

MEDIA AND INVESTOR RELATIONS CONTACT:

Phone:

24-Hour:

Karen L. Taylor

303/633-2913

303/809-9160

## **DCP MIDSTREAM PARTNERS ANNOUNCES CHANGES TO ITS BOARD OF DIRECTORS**

DENVER - DCP Midstream GP, LLC, the general partner of DCP Midstream Partners, LP (NYSE: DPM), or the General Partner, announced today the departure of Willie Chiang and Sig Cornelius as the ConocoPhillips representatives to its board of directors and the appointment of John E. Lowe and Gregory J. Goff to the board. ConocoPhillips owns 50 percent of the owner of the General Partner, DCP Midstream, LLC. Following these changes, the board members affiliated with the General Partner or its owners will be Tom O'Connor, Mark Borer, Fred Fowler, John Lowe and Greg Goff. The continuing independent directors of the board are Paul Ferguson, Frank McPherson, Tom Morris and Steve Springer.

Mr. Lowe, 49, has been in the energy industry for over 27 years, all with ConocoPhillips. In October 2008, Mr. Lowe was named to his current position as assistant to ConocoPhillips' chief executive officer where he represents ConocoPhillips in its external relationships and provides assistance on special assignments. Prior to this appointment, Mr. Lowe served as executive vice president of Exploration & Production from 2007 and was executive vice president of Commercial from 2006. Mr. Lowe served as executive vice president Planning, Strategy and Corporate Affairs from 2002 until 2006, and was senior vice president, Corporate Strategy and Development from 2001 to 2002. He was named senior vice president of Planning and Strategic Transactions in 2000, and was vice president of Planning and Strategic Transactions from 1999 to 2000.

Mr. Goff, 52, has been in the energy industry for over 27 years, all with ConocoPhillips. Mr. Goff is currently senior vice president, Commercial for ConocoPhillips where he is responsible for optimizing the value of the company's assets through supply and trading of its commodity portfolio. Mr. Goff served as president, Specialty Businesses and Business Development from 2006 to 2008 and president of ConocoPhillips U.S. Lower 48 and Latin American exploration and production business from 2004 to 2006. In 2002, Mr. Goff became president of Europe and Asia Pacific downstream activities and from 2000 to 2002 he was chairman and managing director of Conoco Limited, a United Kingdom refining and marketing affiliate. From 1998 to 2000 Mr. Goff was managing director and chief executive officer of Conoco JET Nordic, in Stockholm, Sweden.

"ConocoPhillips has recently made changes to their executive management team which has caused changes to their representatives on our board of directors. We wish Sig Cornelius and Willie Chiang the best in their new assignments at ConocoPhillips and we want to thank them for their dedicated service and leadership," said Tom O'Connor, chairman of the board of directors. "We are excited about the return of John Lowe to our board of directors and the addition of Greg Goff. John was a member of our board of directors at the time of the Partnership's IPO through late last year and brings to the board a thorough understanding of the Partnership and many years of strong leadership experience at ConocoPhillips. Greg has been with ConocoPhillips and its predecessors since 1981 and brings to the board an extensive background in the energy industry with a number of ConocoPhillips affiliates. We welcome John and Greg to our board and look forward to their contributions and leadership."

DCP Midstream Partners, LP (NYSE: DPM) is a midstream master limited partnership that gathers, processes, transports and markets natural gas and natural gas liquids and is a leading wholesale distributor of propane. DCP Midstream Partners, LP is managed by its general partner, DCP Midstream GP, LLC, which is wholly owned by DCP Midstream, LLC, a joint venture between Spectra Energy and ConocoPhillips. For more information, visit the DCP Midstream Partners, LP web site at <http://www.dcppartners.com>.

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