Richards Michael S Form 4 February 19, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

Expires:

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

0.5

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Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Richards Michael S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DCP Midstream Partners, LP [DPM]

(Check all applicable)

(First) (Middle) (Last)

370 17TH STREET, SUITE 2500

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

Director 10% Owner Other (specify

X\_ Officer (give title below)

02/14/2013

VP, General Counsel & Sec.

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

DENVER, CO 80202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number Transactionof Code Derivative

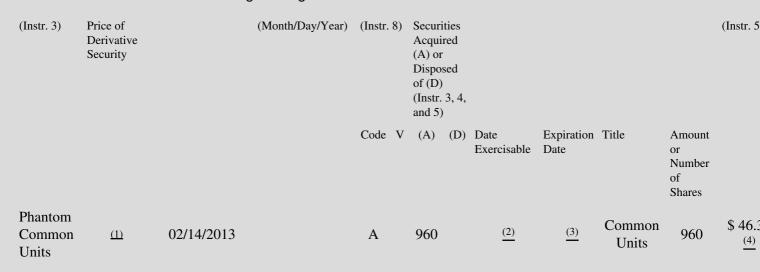
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities Derivati (Instr. 3 and 4) Security

(Instr. 4)

1

#### Edgar Filing: Richards Michael S - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Richards Michael S 370 17TH STREET SUITE 2500 DENVER, CO 80202

VP, General Counsel & Sec.

# **Signatures**

/s/ Michael S. 02/19/2013

\*\*Signature of Date
Reporting Person

## **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) Each phantom unit is the economic equivalent of one unit of DCP common units.
- (2) Under the Company's Long Term Incentive Plan, the phantom units reported on this Form 4 vest on 12/31/2015.
- (3) For electronic purposes only. Expiration date not applicable.
- (4) Based on the closing price of the common units on the Transaction Date.

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.

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