

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): December 30, 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))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors**

DCP Midstream Partners, LP (the “Partnership”) issued a press release on December 30, 2008, announcing the resignation of Fred J. Fowler as a director of the Board of Directors of the Partnership’s ultimate general partner, DCP Midstream GP, LLC and the appointment of Alan N. Harris to the Board of Directors as a Spectra Energy representative, effective January 1, 2009. Mr. Fowler announced his retirement from Spectra Energy last June with an effective date at the end of this year. There were no disagreements between Mr. Fowler and the Partnership regarding any matter or relating to the Partnership’s operations, policies or practices.

Mr. Harris currently serves as chief development and operations officer of Spectra Energy, an affiliate of the General Partner. There is no arrangement or understanding between either Mr. Harris and any other persons pursuant to which he was selected as a director. The Board of Directors of the General Partner did not name Mr. Harris 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 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.**

Exhibit Number	Description
Exhibit 99.1	Press Release dated December 30, 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

Name: Michael S. Richards

Title: Vice President, General Counsel and  
Secretary

December 30, 2008

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EXHIBIT INDEX

Exhibit Number	Description
Exhibit 99.1	Press Release dated December 30, 2008.

December 30, 2008

MEDIA AND INVESTOR  
RELATIONS CONTACT:

Karen L. Taylor

Phone:  
24-Hour:

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 Fred J. Fowler as a Spectra Energy representative to its board of directors and the appointment of Alan N. Harris to the board effective January 1, 2009.

“Fred Fowler announced his retirement from Spectra Energy last June, with an effective date at the end of this year. We wish Fred the best in his retirement and we want to thank him for his dedicated leadership of DCP Midstream Partners,” said Tom O’Connor, chairman of the board of directors. “We are excited about the addition of Alan Harris to our board of directors. I’ve known Alan for many years and he brings to the board many years of strong leadership experience at Duke Energy and now Spectra Energy.”

Mr. Harris, 55, has been in the energy industry for over 30 years. He is currently chief development and operations officer of Spectra Energy. Prior to Spectra Energy’s spin-off from Duke Energy in 2007, Mr. Harris served as group vice president and chief financial officer of Duke Energy Gas Transmission (DEGT) from February 2004 and was named executive vice president of DEGT in December 2002. Mr. Harris, who joined the corporation in 1982, has served in a number of other senior management positions since that time.

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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