

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	<input checked="" type="checkbox"/> None	<b>Entity Type</b>
<a href="#">0001338065</a>			Corporation
<b>Name of Issuer</b>			<input checked="" type="checkbox"/> Limited Partnership
DCP Midstream Partners, LP			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
DCP Midstream Partners, LP			
<b>Street Address 1</b>		<b>Street Address 2</b>	
370 17TH STREET		SUITE 2500	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
DENVER	COLORADO	80202	303-633-2900

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
van Kempen	Wouter	T.
<b>Street Address 1</b>	<b>Street Address 2</b>	
370 17th Street	Suite 2500	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Denver	COLORADO	80202
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chairman of the Board and Chief Executive Officer of the General Partner of the General Partner of the Issuer

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Waldheim	William	S.
<b>Street Address 1</b>	<b>Street Address 2</b>	
370 17th Street	Suite 2500	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Denver	COLORADO	80202
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

President and Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
O'Brien	Sean	P.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Group Vice President and Chief Financial Officer of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Richards	Michael	S.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Vice President, General Counsel and Secretary of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Ferguson, Jr.	Paul	F.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Viens	Andy	
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
McPherson	Frank	A.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Springer	Stephen	R.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Fiedorek	R.	Mark
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Wenzel	Brian	R.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Morris	Thomas	C.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

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Last Name	First Name	Middle Name
Harris	Alan	N.
Street Address 1	Street Address 2	
370 17th Street	Suite 2500	
City	State/Province/Country	ZIP/PostalCode
Denver	COLORADO	80202
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the General Partner of the Issuer

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	
Coal Mining		
Electric Utilities		
Energy Conservation		
Environmental Services		
X Oil & Gas		
Other Energy		

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

7. Type of Filing

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

### 9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

The offering is being made in connection with the acquisition by the Issuer contemplated by that certain Contribution Agreement dated February 25, 2014 as amended.

### 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

### 12. Sales Compensation

Recipient (Associated) Broker or Dealer <input checked="" type="checkbox"/> None	Recipient CRD Number <input checked="" type="checkbox"/> None (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
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**Street Address 1**

**Street Address 2**

City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States <input type="checkbox"/> Foreign/non-US <input type="checkbox"/>	

### 13. Offering and Sales Amounts

Total Offering Amount	\$225,000,000 USD	or	Indefinite
Total Amount Sold	\$225,000,000 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary):

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
DCP Midstream Partners, LP	Michael S. Richards	Michael S. Richards	VP, General Counsel & Sec. of the GP of the GP of the Issuer	2014-04-08

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.