
**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): January 11, 2011

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 Certain Officers; Election of Directors

On January 13, 2011, DCP Midstream Partners, LP (the “Partnership”) issued a press release announcing the resignation of Jeff Sheets from the Board of Directors of the Partnership’s ultimate general partner, DCP Midstream GP, LLC (the “General Partner”), and the appointment of Donald G. Hrap as the ConocoPhillips representative to the Board of Directors of the General Partner. Mr. Sheets’ resignation was effective January 11, 2011 and there were no disagreements between Mr. Sheets and the General Partner or the Partnership regarding any matter or relating to the Partnership’s operations, policies or practices.

Mr. Hrap currently serves as President, Americas, for ConocoPhillips where he leads the development, operations, and services related to ConocoPhillips’ exploration and production business in the Lower 48 Region of the United States and in Latin America. Mr. Hrap’s appointment was effective January 11, 2011 and there is no arrangement or understanding between Mr. Hrap and any other person pursuant to which he was selected as a director. The Board of Directors of the General Partner did not name Mr. Hrap 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 11, 2010.

The press release announcing this change 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 January 13, 2011.

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

January 14, 2011

EXHIBIT INDEX

Exhibit Number

Description

Exhibit 99.1 Press Release dated January 13, 2011

January 13, 2011

MEDIA AND
INVESTOR
RELATIONS
CONTACT:
Phone:
24-Hour:

Angela A. Minas

303/633-2900

303/807-7018

**DCP MIDSTREAM PARTNERS ANNOUNCES NEW MEMBER
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 the appointment of Donald G. Hrap as a ConocoPhillips representative to its board of directors. ConocoPhillips owns 50 percent of the owner of the General Partner, DCP Midstream, LLC. Mr. Hrap will take the place of Jeff Sheets on the board. Following this change, the board members affiliated with the General Partner or its owners will be Tom O'Connor, Mark Borer, Alan Harris, John Lowe, and Don Hrap. The continuing independent directors of the board are Paul Ferguson, Frank McPherson, Tom Morris, and Steve Springer.

Mr. Hrap is currently president, Americas, for ConocoPhillips where he leads the development, operations, and services related to ConocoPhillips' exploration and production business in the Lower 48 Region of the US and in Latin America. Before his present position at ConocoPhillips, he was president of the Lower 48 Region and prior to that, senior vice president of Western Canada Gas. Mr. Hrap joined ConocoPhillips in 2006 through the merger with Burlington Resources, serving as senior vice president of operations for Burlington Canada. Prior to that he was vice president for the North American Division at Gulf Canada Resources, where he worked for 17 years.

DCP Midstream Partners, LP (NYSE: DPM) is a midstream master limited partnership that gathers, treats, processes, transports and markets natural gas, transports and markets 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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