

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

DCP MIDSTREAM PARTNERS, LP

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

4922
(Primary Standard Industrial
Classification Code Number)

03-0567133
(I.R.S. Employer
Identification No.)

**370 17th Street, Suite 2775
Denver, Colorado 80202
(303) 633-2900**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Michael J. Bradley
President and Chief Executive Officer
**370 17th Street, Suite 2775
Denver, Colorado 80202
(303) 633-2900**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Thomas P. Mason
Douglas E. McWilliams
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2300
Houston, Texas 77002
(713) 758-2222

Joshua Davidson
Christopher J. Arntzen
Baker Botts L.L.P.
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Approximate date of commencement of proposed sale to the public: **As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-128378

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common units representing limited partner interests	\$5,175,000(1)(2)	\$533.73(3)

(1) Includes common units issuable upon exercise of the underwriters' option to purchase additional common units.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933.
- (3) The registrant previously registered common units having a proposed maximum aggregate offering price of \$217,350,000 on its Registration Statement on Form S-1 (File No. 333-128378), for which a filing fee of \$25,583 was paid.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

DCP Midstream Partners, LP, a Delaware limited partnership (the “Registrant”), is filing this registration statement pursuant to General Instruction V of Form S-1 and Rule 462(b) promulgated under the Securities Act of 1933, as amended. This registration statement relates to the initial public offering of the Registrant’s common units representing limited partner interests contemplated by the Registration Statement on Form S-1 (File No. 333-128378), as amended (the “Prior Registration Statement”), which was originally filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on September 16, 2005 and declared effective by the Commission on December 1, 2005.

The contents of the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into, and shall be deemed a part of, this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits:

Number	Description
5.1	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
8.1	Opinion of Vinson & Elkins L.L.P. relating to tax matters
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Deloitte & Touche LLP
23.3	Consent of Deloitte & Touche LLP
23.4	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
23.5	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 8.1)
24.1	Powers of Attorney (Filed as Exhibit 24.1 to Registration Statement on Form S-1 (File No. 333-128378) and incorporated by reference herein.)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 2, 2005.

DCP Midstream Partners, LP

By: DCP Midstream GP, LP
its General Partner

By: DCP Midstream GP, LLC
its General Partner

By: /s/ Michael J. Bradley
Name: Michael J. Bradley
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>*</u> Jim W. Mogg	Chairman of the Board	December 2, 2005
<u>/s/ Michael J. Bradley</u> Michael J. Bradley	President, Chief Executive Officer and Director (Principal Executive Officer)	December 2, 2005
<u>*</u> Thomas E. Long	Vice President and Chief Financial Officer (Principal Financial Officer)	December 2, 2005
<u>*</u> Patrick J. Welch	Controller (Principal Accounting Officer)	December 2, 2005
<u>/s/ William H. Easter, III</u> William H. Easter, III	Director	December 2, 2005
<u>/s/ Paul F. Ferguson, Jr.</u> Paul F. Ferguson, Jr.	Director	December 2, 2005
<u>/s/ John E. Lowe</u> John E. Lowe	Director	December 2, 2005
<u>*By: /S/ Michael J. Bradley</u> Michael J. Bradley As Attorney-in-Fact		

EXHIBIT INDEX

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24.1	Powers of Attorney (Filed as Exhibit 24.1 to Registration Statement on Form S-1 (File No. 333-128378) and incorporated by reference herein.)

December 2, 2005

DCP Midstream Partners, LP
370 17th Street, Suite 2775
Denver, Colorado 80202

Ladies and Gentlemen:

We have acted as counsel to DCP Midstream Partners, LP, a Delaware limited partnership (the “Partnership”), in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), of the offering and sale of up to an aggregate of 10,350,000 common units representing limited partner interests in the Partnership (the “Common Units”).

As the basis for the opinion hereinafter expressed, we examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the “Delaware Act”), corporate records and documents, certificates of corporate and public officials, and other instruments and documents as we deemed necessary or advisable for the purposes of this opinion. In such examination, we assumed the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing as a limited partnership under the Delaware Act.

2. The Common Units, when issued and delivered on behalf of the Partnership against payment therefor as described in the Partnership’s Registration Statement on Form S-1 (File No. 333-128378), as amended at the effective date thereof and, together with the registration statement filed with respect to such registration statement under Rule 462(b) under the Securities Act, (the “Registration Statement”), will be duly authorized, validly issued, fully paid and nonassessable.

The opinions expressed herein are limited in all respects to federal law of the United States of America and the Delaware Act, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the reference to us under the heading “Validity of the Common Units” in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement, but we do not thereby admit that we are within the class of persons whose consent is required under the provisions of the Securities Act or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

VINSON & ELKINS L.L.P.

Vinson & Elkins LLP Attorneys at Law Austin Beijing Dallas Dubai
Houston London Moscow New York Shanghai Tokyo Washington

First City Tower, 1001 Fannin Street, Suite 2300, Houston, TX 77002-6760
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V&E

Vinson & Elkins L.L.P.
1001 Fannin, Suite 2300
Houston, Texas 77002-6760

December 2, 2005

DCP Midstream Partners, LP
370 17th Street, Suite 2775
Denver, CO 80202

RE: DCP MIDSTREAM PARTNERS, LP REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have acted as counsel for DCP Midstream Partners, LP, a Delaware limited partnership (the "Partnership"), with respect to certain legal matters in connection with the offer and sale of common units representing limited partner interests in the Partnership. We have also participated in the preparation of a Registration Statement on Form S-1 (No. 333-128378), as amended at the effective date thereof and, together with the registration statement filed with respect to such registration statement under Rule 462(b) under the Securities Act, (the "Registration Statement") to which this opinion is an exhibit. In connection therewith, we prepared the discussion (the "Discussion") set forth under the caption "Material Tax Consequences" in the Registration Statement.

All statements of legal conclusions contained in the Discussion, unless otherwise noted, are our opinion with respect to the matters set forth therein as of the effective date of the Registration Statement. In addition, we are of the opinion that the Discussion with respect to those matters as to which no legal conclusions are provided is an accurate discussion of such federal income tax matters (except for the representations and statements of fact of the Partnership and its general partner, included in the Discussion, as to which we express no opinion).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Registration Statement. This consent does not constitute an admission that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

VINSON & ELKINS L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of Regulation C of the Securities Act of 1933 of our report dated November 17, 2005 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the preparation of the financial statements of DCP Midstream Partners Predecessor from the separate records maintained by Duke Energy Field Services, LLC), relating to the financial statements of DCP Midstream Partners Predecessor, included in Amendment No. 3 to Registration Statement No. 333-128378 of DCP Midstream Partners, LP.

We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

Denver, Colorado
December 2, 2005

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of Regulation C of the Securities Act of 1933 of our report dated September 15, 2005 relating to the balance sheet of DCP Midstream Partners, LP, included in Amendment No. 3 to Registration Statement No. 333-128378 of DCP Midstream Partners, LP.

We also consent to the reference to us under the heading “Experts” in such Registration Statement.

Denver, Colorado
December 2, 2005

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of Regulation C of the Securities Act of 1933 of our report dated September 15, 2005, relating to the balance sheet of DCP Midstream GP, LP, included in Amendment No. 3 to Registration Statement No. 333-128378 of DCP Midstream Partners, LP.

We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

Denver, Colorado
December 2, 2005