
**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 1, 2013

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)

(303) 633-2900
(Registrant's telephone number, including area code)

Not Applicable
(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; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers;

On January 2, 2013, DCP Midstream Partners, LP (the “Partnership”) announced the appointment of Wouter van Kempen, as Chief Executive Officer of DCP Midstream GP, LLC (“DCP Midstream GP”), the Partnership’s general partner, effective January 1, 2013. In addition the Partnership announced the appointment of William S. Waldheim as a member of the board of directors of DCP Midstream GP. Mr. Waldheim currently serves as President of DCP Midstream GP and is not expected to serve on any committees of the board of directors. As previously announced, Mr. Mark A. Borer, Chief Executive Officer of DCP Midstream GP and a member of its board of directors, retired from those positions effective December 31, 2012.

Mr. van Kempen, age 43, was most recently the Chief Operating Officer and President of DCP Midstream, LLC (“DCP Midstream”), the owner of DCP Midstream GP, and has served in that position since September 2012. Prior to that time, Mr. van Kempen was President, Gathering and Processing of DCP Midstream from January 2012 to August 2012, President, Midcontinent and Permian Business Units and Chief Development Officer from June 2011 to December 2011 and President, Midcontinent and Chief Development Officer from August 2010 to May 2011. Prior to joining DCP Midstream in 2010, Mr. van Kempen was President of Duke Energy Generation Services from September 2006 to July 2010 and Vice President of Mergers and Acquisitions from December 2005 to September 2006. Mr. van Kempen joined Duke Energy in 2003 and served in a number of management positions. Prior to Duke Energy, Mr. van Kempen was employed by General Electric Corp. He joined GE Plastics in 1993 in the Netherlands, where he managed European manufacturing productivity programs. After a series of promotions within GE International, GE Lighting and GE Plastics in Belgium, the Netherlands, London, and Pittsfield, Mass., Mr. van Kempen was named GE Plastics audit manager for Europe and Asia in 1996. He then assumed the role of senior analyst for corporate financial planning and analysis at GE’s headquarters in Connecticut in 1998. He was named staff executive for corporate mergers and acquisitions in 1999.

Mr. Waldheim, age 56, is the President of DCP Midstream GP and has served in that position since September 1, 2012. Prior to that time, Mr. Waldheim was President, natural gas liquids, gas, and crude oil logistics business unit of DCP Midstream and served in that position since 2011. Prior to that time, Mr. Waldheim was President of DCP Midstream’s Northern business unit since 2009 where he was responsible for executive management of commercial and operations of the assets in the Midcontinent, Rocky Mountain, Michigan and Gulf Coast regions as well as the downstream marketing of gas, NGLs and condensate. From 1999 to 2009, Mr. Waldheim served in a variety of commercial and operational executive management positions at DCP Midstream. Prior to joining DCP Midstream, Mr. Waldheim served in a number of executive management positions with Union Pacific Fuels, Inc. Mr. Waldheim has over 30 years of experience in the energy industry and has previously served on the boards of various energy industry groups including the National Propane Gas Association and the Propane Education & Research Council. Mr. Waldheim currently serves on the Board of Directors of the Colorado Oil & Gas Association and the Rocky Mountain Chapter of Junior Achievement. Mr. Waldheim is a suitable member of the board of directors of DCP Midstream GP because he has over three decades of industry experience and extensive knowledge and experience about the assets of the Partnership in his capacity as President of DCP Midstream GP and his prior management experience with DCP Midstream.

There is no agreement between Mr. van Kempen and any other persons pursuant to which he was appointed as Chief Executive Officer of DCP Midstream GP. There is no agreement between Mr. Waldheim and any other persons pursuant to which he was appointed as a director of DCP Midstream GP. Neither Mr. van Kempen nor Mr. Waldheim has family relationships with any director or executive officer of the Partnership, DCP Midstream GP, or DCP Midstream.

Mr. van Kempen also serves as President and Chief Executive Officer of DCP Midstream. Mr. van Kempen will not be an employee of the Partnership and will not receive any additional compensation for his role as an executive officer of DCP Midstream GP. It is anticipated that the services provided by Mr. van Kempen to the Partnership will be reimbursed under the Omnibus Agreement between the Partnership, DCP Midstream and certain of their affiliates. Although the precise amount of the reimbursement under the Omnibus Agreement has not yet been determined, the Partnership currently expects it to be less than \$100,000 in 2013.

Item 7.01 Regulation FD Disclosure.

The press release announcing the appointment of Mr. van Kempen and Mr. Waldheim as well as the retirement of Mr. Borer is attached as Exhibit 99.1 hereto and is incorporated by reference herein. The information in Exhibit 99.1 is being furnished pursuant to Item 7.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated January 2, 2013

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.

Dated: January 4, 2013

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated January 2, 2013



Jan. 2, 2013

DCP Midstream	
CONTACT:	Lisa Newkirk
Phone:	303-605-1837
24-Hour:	303-829-1953
DCP Midstream Partners	
CONTACT:	Jonni Anwar
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DCP MIDSTREAM LLC AND DCP MIDSTREAM PARTNERS LP

ANNOUNCE MANAGEMENT AND BOARD CHANGES

DENVER, Jan. 2, 2013 — DCP Midstream LLC and DCP Midstream Partners LP (NYSE:DPM) (“Partners”) today announced the following management and board changes effective Jan. 1, 2013:

- Tom O’Connor will retire as CEO of DCP Midstream LLC, but will remain as chairman of the board for both DCP Midstream LLC and DCP Midstream GP LLC, the general partner of Partners (“the General Partner”), until an appointed time in 2013.
- Wouter van Kempen, formerly chief operating officer and president of DCP Midstream LLC, will become CEO and president of DCP Midstream LLC and CEO of the General Partner.
- William Waldheim, president of the General Partner will join the General Partner’s board of directors and will continue to have the primary responsibility for the day to day operations of Partners.
- As previously announced, Mark Borer, CEO of the General Partner, retired on Dec. 31, 2012.

“In 2012, DCP Midstream’s board of directors extended Wouter’s responsibilities in acknowledgement of his tremendous track record of growing businesses and building value for customers and investors. The time is now right for Wouter to seize the baton to deliver on the next era of growth for the DCP enterprise as a whole. Once again, Wouter’s appointment underscores the overall management strength at DCP and the dedicated focus we have placed on succession planning. I’m proud of our discipline in preparing Wouter for this eventuality,” O’Connor said.

“It is a tremendous privilege to lead the DCP enterprise following Tom’s terrific stewardship. I am pleased Tom will be part of the transition over the next year through his board leadership in addition to his previous dedicated mentorship in preparing me for this succession. The DCP enterprise has been delivering on an ambitious slate of projects and has over \$5 billion to \$7 billion in growth projects identified to grow our footprint as a vertically integrated midstream company. Working with our talented senior leadership, we have been creative in introducing both midstream and downstream solutions for our customers and will continue to build much needed gas processing capacity and NGL infrastructure to meet the country’s energy needs. We will continue to balance growth with our unwavering emphasis on operational excellence and safety in all we do,” van Kempen said.

Prior to serving as chief operating officer and president, van Kempen was president of gathering and processing, and president of the midcontinent business unit and chief development officer for the combined enterprise. Prior to joining DCP Midstream LLC in 2010, he was president of Duke Energy Generation Services. Van Kempen joined Duke Energy in 2003 as managing director of mergers and acquisitions before rising to vice president of mergers and acquisitions. Prior to Duke Energy, he was employed by General Electric, where he served in increasing roles of responsibility becoming the staff executive for corporate mergers and acquisitions in 1999. Van Kempen graduated from Erasmus University Rotterdam with a master’s degree in business economics. He has extensive business and financial training from General Electric, Harvard Business School, Kellogg Graduate School and IMD International Switzerland.

Waldheim is currently president of the General Partner and has held that position since August 2012. Prior to that time he was president of the natural gas liquids, gas, and crude oil logistics business unit for DCP Midstream LLC, a position he held since 2011. Prior to that time, he held several executive positions within DCP Midstream LLC. Waldheim graduated from the University of Arizona with a bachelor’s degree in business and public administration, with a major in accounting. In addition, Waldheim is a graduate from Harvard’s Advanced Management Program.

DCP Midstream LLC leads the midstream segment as the second-largest natural gas gatherer and processor, the largest natural gas liquids producer and one of the largest marketers in North America. DCP Midstream operates in 18 states across major producing regions. The company is a 50:50 joint venture between Spectra Energy and Phillips 66. It owns the general partner of DCP Midstream Partners LP, a master limited partnership, and provides operational and administrative support to the partnership. DCP Midstream is the largest oil and gas company and the largest private company in Denver, the city of its headquarters, and is the Top Company Winner for Energy/Natural Resources in Colorado as recognized by ColoradoBiz. For more information, visit the DCP Midstream website at www.dcpmidstream.com.

DCP Midstream Partners LP (NYSE: DPM) is a midstream master limited partnership engaged in the business of gathering, compressing, treating, processing, transporting, storing and selling natural gas; producing, fractionating, transporting, storing and selling NGLs and condensate; and transporting, storing and selling propane in wholesale markets. 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 Phillips 66. For more information, visit the DCP Midstream Partners LP website at www.dcppartners.com.

This press release may contain forward-looking statements as defined under the federal securities laws, including projections, estimates, forecasts, plans, and objectives. Although management believes that expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct. In addition, these statements are subject to certain risks, uncertainties, and other assumptions that are difficult to predict and may be beyond our control. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, DCP Midstream Partners' actual results may vary materially from what management anticipated, estimated, projected, or expected. Other key risk factors that may have a direct bearing on DCP Midstream Partners' results of operations and financial condition are described in detail in DCP Midstream Partners' periodic reports filed with the Securities and Exchange Commission. Investors are encouraged to closely consider the disclosures and risk factors contained in DCP Midstream Partners' reports filed from time to time with the Securities and Exchange Commission. DCP Midstream Partners undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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