

**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): March 10, 2015

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 2500
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 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective March 11, 2015, Mr. Fred J. Fowler was appointed as an independent member of the board of directors (the “Board”) of DCP Midstream GP, LLC (the “General Partner”), the general partner of the general partner of DCP Midstream Partners, LP (the “Partnership”). The appointment was part of a reorganization and downsizing of the Board.

Mr. Fowler is the former president and chief executive officer of Spectra Energy Corp, retiring from that position in December 2008. Prior to Spectra Energy’s separation from Duke Energy Corporation in December 2006, Mr. Fowler served as group president for Duke Energy’s gas transmission business since April 2006. Prior to that, Mr. Fowler served as president and chief operating officer of Duke Energy Corporation since November 2002. Mr. Fowler began his career in the energy industry in 1968. Mr. Fowler served as vice chairman of the board of directors of TEPPCO Partners, L.P. from March 1998 to February 2003 and as chairman of our Board from April 2007 to January 2009. Mr. Fowler currently serves on the boards of directors of Encana Corp., PG&E Corporation, and Spectra Energy Partners, LP.

In connection with his appointment to the Board, Mr. Fowler will receive a pro rata portion of the annual compensation package for non-employee directors as previously disclosed in the Partnership’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 25, 2015. Mr. Fowler does not have any direct or indirect material interest in any transaction, arrangement, or relationship with any related person of the Partnership and does not have any family relationships with any director or executive officer of the General Partner or any person nominated or chosen to become a director or executive officer of the General Partner. Mr. Fowler has been appointed chairman of the Special Committee, which acts as the conflicts committee of the Board, and as a member of the Audit Committee of the Board.

Effective March 10, 2015, Messrs. Paul F. Ferguson, Jr. and Stephen R. Springer informed the Board of their resignations as a directors of the Board. The resignations were requested in connection with the reorganization and downsizing of the Board and not as a result of any disagreement relating to the operations, policies, or practices of the General Partner or Partnership. Mr. Ferguson served as chairman of the Audit Committee and Mr. Springer served as chairman of the Special Committee. As a result of these resignations, Mr. Thomas C. Morris has been appointed chairman of the Audit Committee.

As a result of these changes, the independent directors of the Board are Fred J. Fowler, Frank A. McPherson, and Thomas C. Morris.

Also on March 10, 2015, Mr. William S. Waldheim announced his intent to retire as President and as a director of the Board effective May 1, 2015.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated March 11, 2015.

SIGNATURE

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: March 11, 2015

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
Michael S. Richards
Vice President, General Counsel, and Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated March 11, 2015.

DCP MIDSTREAM PARTNERS ANNOUNCES BOARD AND MANAGEMENT CHANGES

DENVER, March 11, 2015 — Today, DCP Midstream Partners (NYSE:DPM), or the Partnership, announced changes to its board of directors and executive management team. Fred J. Fowler will return to the Partnership's board as an independent director effective immediately, replacing Paul F. Ferguson and Stephen R. Springer. "We deeply appreciate and want to acknowledge Paul and Steve's longstanding service to the Board, and we thank them for their leadership," said Wouter van Kempen, chairman and CEO of DCP Midstream Partners.

"We are privileged to have Fred rejoin the Partnership's board. Together with his familiarity with the Partnership and his leading industry reputation, Fred will be a strong contributor and advisor," said van Kempen. Fowler has an impressive 47-year energy career, previously serving as president and CEO of Spectra Energy and in prior senior roles at Duke Energy. Previous to 1997, he served in various leadership roles at PanEnergy and its predecessor companies.

Additionally, Bill Waldheim, president of the Partnership, has announced his intent to retire on May 1, 2015 following a 37-year career in the energy industry. "Bill is one of the top thought leaders in our industry, and during his tenure at the Partnership, he contributed significantly to its size and scale. He is an outstanding leader and friend. On behalf of the entire DCP enterprise, we thank Bill for his immeasurable contributions," said van Kempen.

"I have been honored to serve with so many talented management teams during my career, and among them, our current team which is squarely focused on creating sustainable value for unitholders. "I look forward to transitioning my role and fully expect continued success of the Partnership under the leadership of Wouter," said Bill Waldheim, president of the Partnership.

MEDIA RELATIONS: Sarah Rasmussen
Phone: 303-446-4170

INVESTOR RELATIONS: Andrea Attel
Phone: 303-605-1741

ABOUT DCP MIDSTREAM PARTNERS, LP

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 recovering and selling condensate; and transporting, storing and selling propane in wholesale markets. DCP Midstream Partners, LP is managed by its general partner, DCP Midstream GP, LP, which in turn is managed by its general partner, DCP Midstream GP, LLC, which is 100 percent owned by DCP Midstream, LLC, a joint venture between Phillips 66 and Spectra Energy Corp. For more information, visit the DCP Midstream Partners, LP website at www.dcppartners.com.

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