Waldheim William S Form 4 September 27, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Units

09/26/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * Waldheim William S			2. Issuer Name and Ticker or Trading Symbol DCP Midstream Partners, LP [DPM]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)				
370 17TH STREET, SUITE 2775		(Month/Day/Year) 09/26/2012				DirectorX Officer (giv below)		6 Owner er (specify		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
DENVER, CO 80202			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yes	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. SecurionAcquirec Disposec (Instr. 3,	(A) or (A) or	<b>)</b> )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 $G_{(1)}^{(1)}$  V 1,098 D

\$0

21,800

#### Edgar Filing: Waldheim William S - Form 4

Security (Instr. 3)		2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. tiorNumber of ) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amor Unde Secur	tle and unt of orlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Waldheim William S								
370 17TH STREET			President					
SUITE 2775			Fiesidelit					
DENVER, CO 80202								

## **Signatures**

/s/ Michael S. Richards,
Attorney-In-Fact
09/27/2012

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction involved a gift of securities by the reporting person to his adult son, which securities, prior to this transaction, were jointly held by the reporting person and the adult son.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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