

DCP Midstream Partners, LP  
Form 8-K/A  
January 29, 2008

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

**Amendment 1  
to  
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 24, 2008**

**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 Election of Directors**

On December 19, 2007, DCP Midstream Partners, LP (the “Partnership”) issued a press release announcing the appointment of Thomas C. O’Connor and Willie C.W. Chiang to the Board of Directors of the Partnership’s ultimate general partner, DCP Midstream GP, LLC (the “General Partner”) effective December 19, 2007; at that time they were not appointed to any committee of the General Partner’s Board of Directors.

On January 24, 2008 the Board of Directors of the General Partner appointed Mr. O’Connor and Mr. Chiang to the Compensation Committee.

**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 29, 2008