

DCP Midstream Partners, LP  
Form 8-K/A  
December 10, 2008

---

---

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 16, 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))
- 
-

This Current Report on Form 8-K amends certain information included in the Current Report on Form 8-K filed by DCP Midstream Partners, LP (the “Partnership”) under Items 5.02 and 9.01 on October 17, 2008 (the “Initial 8-K”) regarding the appointment of Mr. Gregory J. Goff as a member of the Board of Directors of the Partnership’s ultimate general partner. The Board of Directors did not appoint Mr. Goff to serve on any of its committees at the time of his appointment to the Board of Directors. The information included in Items 5.02 and 9.01 of the Initial 8-K are incorporated herein by reference.

#### Item 5.02 Election of Directors

On October 16, 2008, the Partnership announced the appointment of Gregory J. Goff to the Board of Directors of the Partnership’s ultimate general partner, DCP Midstream GP, LLC (the “General Partner”) effective October 16, 2008; at that time he was not appointed to any committee of the General Partner’s Board of Directors.

At a regular meeting of the Board of Directors of the General Partner held on December 4, 2008, the Board of Directors appointed Mr. Goff to the Compensation Committee of the Board of Directors of the General Partner.

---

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

December 10, 2008

---