CODY DERRILL Form 4

December 20, 2005

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, Expires: 2005

0.5

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			DCP Midstream Partners, LP [DPM]								
(Last)	(First) (Middle)	3. Date of Earliest Transaction								
			(Month/Day/Year)					_X_ Director		Owner	
DCP MIDSTREAM PARTNERS, LP, 370 17TH STREET			12/16/2005					Officer (give below)	below)	er (specify	
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
SUITE 2775	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	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)	Indirect Beneficial Ownership	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Units	12/07/2005			P	15,000	A	\$ 21.5	15,000	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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9. Nu Deriv Secu

Owner Follo Repo Trans (Instr

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	n (Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of Underlying Securities (Instr. 3 and 4)	Derivative	J	
	Security	or Exercise		any	Code	of	(Month/Day/Year)	rlying		Security	,	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative				(Instr. 5)]	
		Derivative				Securities					(
		Security				Acquired						J
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date Exercisable	Expiration Date	Title	Or		
										Number		
					C-J- V	(A) (D)				of		
					Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CODY DERRILL

DCP MIDSTREAM PARTNERS, LP

370 17TH STREET

SUITE 2775, CO 80202

Signatures

/s/ Michael S. Richards, as Attorney-in-Fact

12/20/2005

**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).

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.

Reporting Owners 2