

DCP Midstream Partners, LP
Form 424B5
August 18, 2011
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Registration File No. 333-175047

PROSPECTUS SUPPLEMENT

(To Prospectus dated August 4, 2011)

DCP Midstream Partners, LP

Common Units Representing Limited Partner Interests

Having an Aggregate Offering Price of Up to \$150,000,000

We have entered into an equity distribution agreement with Citigroup Global Markets Inc. relating to the common units representing limited partner interests offered by this prospectus supplement. In accordance with the terms of the equity distribution agreement, we may offer and sell common units having an aggregate offering price of up to \$150,000,000 from time to time through Citigroup Global Markets Inc. as our sales agent.

Sales of the common units, if any, will be made by means of ordinary brokers' transactions at market prices, in block transactions, or as otherwise agreed upon by the sales agent and us.

We will pay the sales agent an aggregate commission of 2% of the gross sales price per common unit sold through it as sales agent under the equity distribution agreement.

Under the terms of the equity distribution agreement, we also may sell common units to Citigroup Global Markets Inc. as principal for its own account at a price agreed upon at the time of sale. If we sell common units to Citigroup Global Markets Inc. as principal, we will enter into a separate terms agreement with Citigroup Global Markets Inc., and we will describe this agreement in a separate prospectus supplement or pricing supplement.

Citigroup Global Markets Inc. is not required to sell any specific number or dollar amount of common units but will use its commercially reasonable efforts, as our agent and subject to the terms of the equity distribution agreement, to sell the common units offered, as instructed by us. The offering of common units pursuant to the equity distribution agreement will terminate upon the earlier of (i) the sale of all common units subject to the equity distribution agreement or (ii) the termination of the equity distribution agreement by either Citigroup Global Markets Inc. or us.

Our common units are listed on the New York Stock Exchange under the symbol DPM. The last reported sale price of our common units on the New York Stock Exchange on August 17, 2011 was \$39.27 per common unit.

Investing in our common units involves risks. See Risk Factors beginning on page S-3 of this prospectus supplement and page 4 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is

a criminal offense.

Citigroup

August 17, 2011

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor Citigroup Global Markets Inc. have authorized anyone to provide you with additional or different information. We are not making an offer to sell our common units in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date of such document or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since these dates.

We provide information to you about this offering of our common units in two separate documents that are bound together: (1) this prospectus supplement, which describes the specific details regarding this offering, and (2) the accompanying prospectus, which provides general information, some of which may not apply to this offering. Generally, when we refer to this prospectus, we are referring to both documents combined. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, the information in this prospectus supplement controls.

You should carefully read this prospectus supplement and the accompanying prospectus, including the information incorporated by reference therein, before you invest. These documents contain information you should consider before making your investment decision. None of DCP Midstream Partners, LP, Citigroup Global Markets Inc. or any of their respective representatives is making any representation to you regarding the legality of an investment in our common units by you under applicable laws. You should consult with your own advisors as to legal, tax, business, financial and related aspects of an investment in the common units.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all the information that you should consider before investing in the common units. You should carefully read this prospectus supplement, the accompanying prospectus, and the documents and information incorporated by reference for a more complete understanding of our business and the terms of our common units, as well as the material tax and other considerations that are important to you in making your investment decision. You should pay special attention to Risk Factors on page S-3 of this prospectus supplement, on page 4 of the accompanying prospectus, and included in our Annual Report on Form 10-K for the year ended December 31, 2010, as updated by information included in our subsequently filed periodic and current reports incorporated by reference herein, to understand the risks relating to an investment in us and to determine whether an investment in our common units is appropriate for you.

Throughout this prospectus supplement, when we use the terms we, us, or the Partnership, we are referring either to DCP Midstream Partners, LP in its individual capacity or to DCP Midstream Partners, LP and its operating subsidiaries collectively, as the context requires.

THE PARTNERSHIP

We are a Delaware limited partnership formed by DCP Midstream, LLC to own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets. We are currently engaged in the business of gathering, compressing, treating, processing, transporting, storing and selling natural gas; producing, transporting, storing and selling propane; and producing, fractionating, storing, transporting and selling natural gas liquids, or NGLs, and condensate. Supported by our relationship with DCP Midstream, LLC and its parents, Spectra Energy and ConocoPhillips, we have a management team dedicated to executing our growth strategy.

Our operations are conducted through, and our operating assets are owned by, our subsidiaries. We own our interests in our subsidiaries through our 100% ownership interest in our operating partnership, DCP Midstream Operating, LP. DCP Midstream GP, LLC is the general partner of our general partner, DCP Midstream GP, LP, and has sole responsibility for conducting our business and managing our operations.

Our executive offices are located at 370 17th Street, Suite 2775, Denver, Colorado 80202, and our telephone number is (303) 633-2900.

THE OFFERING

Common Units Offered	Common units with an aggregate sales price of up to \$150,000,000.
Use of Proceeds	We intend to use the net proceeds of this offering, after deducting the sales agent's commission and our offering expenses, to fund acquisitions, capital expansion projects and for general partnership purposes. This may include the repayment of a portion of our credit facility borrowings that we used to finance growth capital expenditures. Please see Use of Proceeds.
Risk Factors	See Risk Factors and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in our common units.
Exchange Listing	Our common units are traded on the New York Stock Exchange under the symbol DPM.

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Material Tax Considerations

For a discussion of material federal income tax considerations that may be relevant to prospective unitholders who are individual citizens or residents of the United States, please read **Material Tax Considerations** in this prospectus supplement and **Material Tax Consequences** in the accompanying prospectus.

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RISK FACTORS

Before you invest in our common units, you should be aware that such an investment involves various risks, including those described in the accompanying prospectus and in the documents we have incorporated by reference herein. You should consider carefully the discussion of risk factors beginning on page 4 of the accompanying prospectus under the caption "Risk Factors" and in our periodic and other filings with the Securities and Exchange Commission, or SEC, under the Securities Exchange Act of 1934, as amended, or the Exchange Act, particularly under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for our fiscal year ended December 31, 2010 and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011, which are incorporated by reference into this prospectus supplement and the accompanying prospectus. If the occurrence of any of the events that present risks actually occurs, then our business, financial condition or results of operations could be materially adversely affected, the trading price of our common units could decline, and you could lose all or part of your investment.

USE OF PROCEEDS

We intend to use the net proceeds of this offering, after deducting the sales agent's commission and our offering expenses, to fund acquisitions, capital expansion projects and for general partnership purposes. This may include the repayment of a portion of our credit facility borrowings that we used to finance growth capital expenditures.

An affiliate of the sales agent is a lender under our credit facility. To the extent we use proceeds from this offering to repay indebtedness under our credit facility, such affiliate may receive a portion of the net proceeds from this offering.

As of June 30, 2011, an aggregate of approximately \$461.0 million of borrowings were outstanding under our credit facility. The weighted average interest rate on the total amount outstanding under our credit facility at June 30, 2011 was 0.67% per annum. Our credit facility matures on June 21, 2012. We use our credit facility to fund growth capital expenditures and working capital requirements and for general partnership purposes.

MATERIAL TAX CONSIDERATIONS

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. For a discussion of the principal federal income tax consequences associated with our operations and the purchase, ownership and disposition of our common units, please read "Material Tax Consequences" beginning on page 29 of the accompanying prospectus. Please also read "Item 1A. Risk Factors - Tax Risks to Common Unitholders" in our Annual Report on Form 10-K for the year ended December 31, 2010 and subsequent filings with the SEC for a discussion of the tax risks related to purchasing and owning our common units. You are urged to consult your own tax advisor about the federal, state, foreign and local tax consequences particular to your circumstances.

Ownership of common units by employee benefit plans, other tax-exempt organizations, non-resident aliens, foreign corporations, and other foreign persons raises issues unique to such persons. Please read "Material Tax Consequences - Tax-Exempt Organizations and Other Investors" beginning on page 39 of the accompanying prospectus.

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Administrative Matters

Nominee Reporting. Persons who hold an interest in us as a nominee for another person are required to furnish to us:

- (a) the name, address and taxpayer identification number of the beneficial owner and the nominee;
- (b) a statement regarding whether the beneficial owner is:
 - i. a person that is not a U.S. person;
 - ii. a foreign government, an international organization or any wholly-owned agency or instrumentality of either of the foregoing; or
 - iii. a tax-exempt entity;
- (c) the amount and description of common units held, acquired or transferred for the beneficial owner; and
- (d) specific information including the dates of acquisitions and transfers, means of acquisitions and transfers, and acquisition cost for purchases, as well as the amount of net proceeds from sales.

Brokers and financial institutions are required to furnish additional information, including whether they are U.S. persons and specific information on common units they acquire, hold or transfer for their own account. A penalty of \$100 per failure, up to a maximum of \$1,500,000 per calendar year, is imposed by the Internal Revenue Code of 1986, as amended, for failure to report that information to us. The nominee is required to supply the beneficial owner of the common units with the information furnished by us.

PLAN OF DISTRIBUTION

We have entered into an equity distribution agreement with Citigroup Global Markets Inc. under which we may offer and sell common units having an aggregate offering price of up to \$150,000,000 from time to time through Citigroup Global Markets Inc., as our sales agent. We will file the equity distribution agreement as an exhibit to a current report on Form 8-K, which is incorporated by reference in this prospectus supplement. The sales, if any, of common units made under the equity distribution agreement will be made by means of ordinary brokers transactions on the New York Stock Exchange at market prices, in block transactions, or as otherwise agreed upon by the sales agent and us. As sales agent, Citigroup Global Markets Inc. will not engage in any transactions that stabilize the price of our common units.

Under the terms of the equity distribution agreement, we also may sell common units to Citigroup Global Markets Inc. as principal for its own account at a price agreed upon at the time of sale. If we sell common units to Citigroup Global Markets Inc., as principal, we will enter into a separate agreement with Citigroup Global Markets Inc., and we will describe this agreement in a separate prospectus supplement or pricing supplement.

We will designate the maximum amount of common units to be sold through Citigroup Global Markets Inc. on a daily basis or otherwise as we and Citigroup Global Markets Inc. agree and the minimum price per common unit at which such common units may be sold. Subject to the terms and conditions of the equity distribution agreement, Citigroup Global Markets Inc. will use its commercially reasonable efforts to sell on our behalf all of the designated common units. We may instruct Citigroup Global Markets Inc. not to sell any common units if the sales cannot be effected at or above the price designated by us in any such instruction. We or Citigroup Global Markets Inc. may suspend the offering of common units at any time and from time to time by notifying the other party.

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Citigroup Global Markets Inc. will provide to us written confirmation following the close of trading on the New York Stock Exchange each day on which common units are sold under the equity distribution agreement. Each confirmation will include the number of common units sold on that day, the gross sales proceeds, the net proceeds to us (after regulatory transaction fees, if any, but before other expenses) and the compensation payable by us to the sales agent. We will report at least quarterly the number of common units sold through Citigroup Global Markets Inc. under the equity distribution agreement, the net proceeds to us (before expenses) and the compensation paid by us to Citigroup Global Markets Inc. in connection with the sales of the common units.

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We will pay Citigroup Global Markets Inc. a commission of 2% of the gross sales price per common unit sold through it as our agent under the equity distribution agreement. We have agreed to reimburse Citigroup Global Markets Inc. for certain of its expenses.

Settlement for sales of common units will occur on the third business day following the date on which any sales were made in return for payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

If we or the sales agent have reason to believe that our common units are no longer an actively-traded security as defined under Rule 101(c)(1) of Regulation M under the Exchange Act, that party will promptly notify the other and sales of common units pursuant to the equity distribution agreement or any terms agreement will be suspended until in our collective judgment Rule 101(c)(1) or another exemptive provision has been satisfied.

The offering of common units pursuant to the equity distribution agreement will terminate upon the earlier of (1) the sale of all common units subject to the equity distribution agreement and (2) the termination of the equity distribution agreement by us or by the sales agent.

In connection with the sale of the common units on our behalf, Citigroup Global Markets Inc. may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended, or the Securities Act, and the compensation paid to Citigroup Global Markets Inc. may be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to the sales agent against certain liabilities, including civil liabilities under the Securities Act.

Citigroup Global Markets Inc. and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and commercial and investment banking services for us and our affiliates, for which they have received and in the future will receive customary compensation and expense reimbursement.

In compliance with the guidelines of the Financial Industry Regulatory Authority, Inc., or FINRA, the maximum discount or commission to be received by any FINRA member or independent broker-dealer may not exceed 8% of the aggregate offering price of the common units offered pursuant to this prospectus supplement. Because FINRA views the common units offered hereby as interests in a direct participation program, this offering is being made in compliance with Rule 2310 of the FINRA Rules.

We may use a portion of the proceeds of this offering to repay indebtedness under our credit facility. An affiliate of the sales agent is a lender under our credit facility. To the extent we use proceeds from this offering to repay indebtedness under our credit facility, such affiliate may receive a portion of the net proceeds from this offering.

LEGAL MATTERS

The validity of the common units offered in this prospectus supplement will be passed upon for us by Holland & Hart LLP, Denver, Colorado. Certain legal matters in connection with the common units offered hereby will be passed upon for the sales agent by Baker Botts L.L.P., Houston, Texas.

EXPERTS

The consolidated financial statements of DCP Midstream Partners, LP and subsidiaries (the Company), as of December 31, 2010 and 2009 and for each of the three years in the period ended December 31, 2010, incorporated in this prospectus by reference from the Company's Current Report on Form 8-K dated June 17, 2011, and the effectiveness of the Company's internal control over financial reporting, incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2010, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference (which (1) report on the consolidated financial statements is based in part on the report of Ernst & Young LLP as it relates to Discovery Producer Services, LLC and expresses an unqualified opinion on the consolidated financial statements and includes explanatory paragraphs referring to (a) the retroactive effect of the April 1, 2009 acquisition of an additional 25.1% of DCP East Texas Holdings, LLC, which was accounted for in a manner similar to a pooling of interests, (b) the retrospective adjustment for the January 1, 2011

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acquisition by the Company of 33.33% of DCP Southeast Texas Holdings, GP from DCP Midstream, LLC, which was accounted for in a manner similar to a pooling of interests, and (c) the retrospective adjustment for changes to the preliminary purchase price allocation for Marysville Hydrocarbon Holdings, Inc. and (2) report on the effectiveness of the Company's internal control over financial reporting expresses an unqualified opinion). Such consolidated financial statements have been so incorporated in reliance upon the respective reports of such firm given upon their authority as experts in accounting and auditing.

The combined financial statements of the Southeast Texas Midstream business as of December 31, 2010 and 2009, and for each of the three years in the period ended December 31, 2010, incorporated in this prospectus by reference from the Company's Current Report on Form 8-K dated June 17, 2011, have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is incorporated herein by reference (which report expressed an unqualified opinion and included an explanatory paragraph referring to the preparation of the combined financial statements from the separate records maintained by DCP Midstream, LLC), and has been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The consolidated financial statements of Discovery Producer Services LLC at December 31, 2010 and 2009, and for each of the three years in the period ended December 31, 2010, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, appearing in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2010, incorporated by reference herein. Such financial statements are incorporated by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Marysville Hydrocarbons Holdings, LLC and its subsidiaries at December 31, 2009 and 2008 and for each of the two years in the period ended December 31, 2009, and the financial statements of EE Group, LLC at December 31, 2009 and 2008 and for each of the two years in the period ended December 31, 2009 have been audited by UHY, LLP, independent auditors, as set forth in its reports thereon, appearing in the Partnership's Current Report on Form 8-K/A dated February 4, 2011 incorporated by reference herein. Such financial statements are incorporated by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

INCORPORATION BY REFERENCE

We file annual, quarterly and other reports with and furnish other information to the SEC. You may read and copy any document we file with or furnish to the SEC at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, D.C. 20549-2521. Please call the SEC at 1-800-732-0330 for further information on their public reference room. Our SEC filings are also available at the SEC's web site at <http://www.sec.gov>. You also can obtain information about us at the offices of the NYSE Euronext, 11 Wall Street, 5th Floor, New York, New York 10005.

The SEC allows us to incorporate by reference the information we have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus supplement by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement. Information that we file later with the SEC will automatically update and may replace information in this prospectus supplement and information previously filed with the SEC. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished under Items 2.02 or 7.01 on any current report on Form 8-K) after the date of this prospectus supplement and until the termination of this offering:

Our Annual Report on Form 10-K (File No. 001-32678) for the year ended December 31, 2010, filed with the SEC on March 1, 2011, as updated by our Current Reports on Form 8-K and 8-K/A filed with the SEC on June 17, 2011 and August 17, 2011, respectively;

Our Quarterly Reports on Form 10-Q (File No. 001-32678) for the quarter ended March 31, 2011, filed with the SEC on May 10, 2011, and for the quarter ended June 30, 2011, filed with the SEC on August 9, 2011;

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Our Current Reports on Form 8-K and 8-K/A (File No. 001-32678) filed with the SEC on January 6, 2011, January 14, 2011, February 4, 2011, February 24, 2011, March 2, 2011, March 7, 2011, May 13, 2011, June 17, 2011, June 17, 2011, August 5, 2011 and August 17, 2011; and

The description of our common units contained in our registration statement on Form 8-A (File No. 001-32678) filed with the SEC on November 18, 2005.

You may obtain any of the documents incorporated by reference in this prospectus from the SEC through the SEC's website at the address provided above. You may request a copy of any document incorporated by reference into this prospectus (including exhibits to those documents specifically incorporated by reference in this document), at no cost, by visiting our website at <http://www.dcppartners.com>, or by writing or calling us at the following address:

DCP Midstream Partners, LP

370 17th Street, Suite 2775

Denver, Colorado 80202

Attention: Corporate Secretary

Telephone: (303) 633-2900

Any statement contained in a document incorporated or considered to be incorporated by reference in this prospectus supplement shall be considered to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any subsequently filed document that is or is considered to be incorporated by reference modifies or supersedes that statement. Any statement that is modified or superseded shall not, except as so modified or superseded, constitute a part of this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we nor Citigroup Global Markets Inc. has authorized anyone else to provide you with any information. You should not assume that the information incorporated by reference or provided in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of each document.

The information contained on our website is not part of this prospectus.

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PROSPECTUS

\$150,000,000

DCP MIDSTREAM PARTNERS, LP

Common Units Representing Limited Partner Interests

We may from time to time offer and sell common units representing limited partner interests in DCP Midstream Partners, LP. Our common units are listed for trading on the New York Stock Exchange, or NYSE, under the symbol `DPM`. On June 20, 2011, the last reported sale price of our common units on the NYSE was \$38.20.

This prospectus describes the securities we may offer and the general manner in which they may be offered. Each time we sell securities pursuant to this prospectus, we will provide a supplement to this prospectus that contains specific information about the offering. You should read this prospectus and the applicable prospectus supplement and the documents incorporated by reference herein and therein carefully before you invest in our securities. You should also read the documents we have referred you to in the `Where You Can Find More Information` section of this prospectus for information about us, including our financial statements.

We will sell these common units directly to investors, or through agents, dealers or underwriters as designated from time to time, or through a combination of these methods, on a continuous or delayed basis.

This prospectus may not be used to consummate sales of our securities until it becomes effective and unless it is accompanied by the applicable prospectus supplement.

Investing in our common units involves a high degree of risk. Limited partnerships are inherently different from corporations. Please read Risk Factors referred to on page 4 of this prospectus, and contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein before you make any investment in our common units.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 4, 2011

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You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information or to make additional representations. We are not making or soliciting an offer of any securities other than the common units described in this prospectus and any prospectus supplement. We are not making or soliciting an offer of these common units in any state or jurisdiction where an offer is not permitted or in any circumstances in which such offer or solicitation is unlawful. You should not assume that the information contained or incorporated by reference in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front cover of each of those documents.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under the shelf registration process, we may, over time, offer and sell, in one or more offerings, in any combination, a number and amount of the common units of DCP Midstream Partners, LP with a maximum aggregate offering price of \$150,000,000, as described in this prospectus. This prospectus generally describes us and the common units of DCP Midstream Partners, LP.

Each time we sell common units with this prospectus, we will describe in a prospectus supplement, which will be delivered with this prospectus, specific information about the offering. The prospectus supplement also may add to, update, or change the information contained in this prospectus. If there is any inconsistency between the information contained in this prospectus and any information incorporated by reference in this prospectus, on the one hand, and the information contained in any applicable prospectus supplement or incorporated by reference therein, on the other hand, you should rely on the information in the applicable prospectus supplement or incorporated by reference in the prospectus supplement.

Wherever references are made in this prospectus to information that will be included in a prospectus supplement, to the extent permitted by applicable law, rules, or regulations, we may instead include such information or add, update, or change the information contained in this prospectus by means of a post-effective amendment to the registration statement, of which this prospectus is a part, through filings we make with the SEC that are incorporated by reference into this prospectus or by any other method as may then be permitted under applicable law, rules, or regulations.

Statements made in this prospectus, in any prospectus supplement or in any document incorporated by reference in this prospectus or any prospectus supplement as to the contents of any contract or other document are not necessarily complete. In each instance we refer you to the copy of the contract or other document filed as an exhibit to the registration statement of which this prospectus is a part, or as an exhibit to the documents incorporated by reference. You may obtain copies of those documents as described in this prospectus under [Where You Can Find More Information](#) .

Neither the delivery of this prospectus nor any sale made hereunder implies that there has been no change in our affairs or that the information in this prospectus is correct as of any date after the date of this prospectus. You should not assume that the information in this prospectus, including any information incorporated in this prospectus by reference, the accompanying prospectus supplement or any free writing prospectus we may authorize to be delivered to you, is accurate as of any date other than the date on the front cover of each of those documents. Our business, financial condition, results of operations and prospects may have changed since that date.

You should rely only on the information contained in or incorporated by reference in this prospectus, an accompanying prospectus supplement, or any free writing prospectus we may authorize to be delivered to you. We have not authorized anyone to provide you with different information. We are not making an offer to sell securities in any jurisdiction where the offer or sale of such securities is not permitted.

Throughout this prospectus, when we use the terms [we](#), [us](#), or [DCP](#), we are referring either to DCP Midstream Partners, LP, or to DCP Midstream Partners, LP and its operating subsidiaries collectively, as the context requires. References in this prospectus to our [general partner](#) refer to DCP Midstream GP, LP and/or DCP Midstream GP, LLC, the general partner of DCP Midstream GP, LP, as the context requires.

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ABOUT DCP MIDSTREAM PARTNERS, LP

We are a Delaware limited partnership formed by DCP Midstream, LLC to own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets. We are currently engaged in the business of gathering, compressing, treating, processing, transporting, storing and selling natural gas; transporting, storing and selling propane in wholesale markets; and producing, fractionating, transporting, storing and selling natural gas liquids, or NGLs, and condensate. Supported by our relationship with DCP Midstream, LLC and its parents, Spectra Energy Corp and ConocoPhillips, we have a management team dedicated to executing our growth strategy by acquiring and constructing additional assets.

Our operations are organized into three business segments, Natural Gas Services, Wholesale Propane Logistics and NGL Logistics. A map representing the geographic location and type of our assets for all segments is set forth below. Additional maps detailing the individual assets can be found on our website at www.dcppartners.com. Our website and the information contained on that site, or connected to that site, are not incorporated by reference into this prospectus. For more information on our segments, see *Business Our Operating Segments* in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

Partnership Structure and Management

Our operations are conducted through, and our operating assets are owned by, our subsidiaries. Our interests in our subsidiaries are held through our 100% ownership interest in our operating partnership, DCP Midstream Operating, LP. DCP Midstream GP, LLC is the general partner of our general partner, DCP Midstream GP, LP, and has sole responsibility for conducting our business and managing our operations.

Our principal executive office is located at 370 17th Street, Suite 2775, Denver, Colorado 80202. Our telephone number is (303) 633-2900. Our common units are traded on the NYSE under the symbol **DPM**.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information disclosure requirements of the Securities Exchange Act of 1934, as amended or the Exchange Act, and file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other information with the SEC. The public may read and copy any of these reports or other information that we file with the SEC at the SEC's public reference room located at: 100 F Street NE, Washington, D.C. 20549-2521. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public from commercial document retrieval services and at the website maintained by the SEC at www.sec.gov. Unless specifically listed under *Incorporation by Reference* below, the information contained on the SEC website is not intended to be incorporated by reference in this prospectus and you should not consider that information a part of this prospectus.

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Our SEC filings can also be inspected and copied at the offices of the NYSE located at: 20 Broad Street, New York, New York 10005. We will also provide to you, at no cost, a copy of any document incorporated by reference in this prospectus and the applicable prospectus supplement and any exhibits specifically incorporated by reference in those documents. You may request copies of these filings from us by mail at the following address, or by telephone at the following telephone number:

DCP Midstream Partners, LP

370 17th Street, Suite 2775

Denver, Colorado 80202

Attention: Corporate Secretary

Telephone Number: (303) 633-2900

You may also inspect our SEC reports on our website at www.dcppartners.com. We make available free of charge on or through our Internet website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not intended to be incorporated by reference in this prospectus, and you should not consider that information a part of this prospectus.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information we have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus by referring you to those documents filed separately with the SEC. The information incorporated by reference is an important part of this prospectus. Information that we file later with the SEC will automatically update and may replace information in this prospectus and information previously filed with the SEC. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished under Items 2.02 or 7.01 on any Current Report on Form 8-K) after the date of this prospectus and until the termination of this offering:

Our Annual Report on Form 10-K (File No. 001-32678) for the year ended December 31, 2010, filed with the SEC on March 1, 2011, as modified by our Current Report on Form 8-K filed with the SEC on June 17, 2011;

Our Quarterly Report on Form 10-Q (File No. 001-32678) for the quarter ended March 31, 2011, filed with the SEC on May 10, 2011;

Our Current Reports on Form 8-K or 8-K/A (File No. 001-32678) filed with the SEC on January 6, 2011, January 14, 2011, February 4, 2011, February 24, 2011, March 2, 2011, March 7, 2011; May 13, 2011 and June 17, 2011;

The description of our common units contained in our registration statement on Form 8-A (File No. 001-32678) filed with the SEC on November 18, 2005.

You should rely only on the information contained or incorporated by reference in this prospectus, any applicable prospectus supplement, or any free writing prospectus we may authorize to be delivered to you. We have not authorized anyone else to provide you with any information. You should not assume that the information incorporated by reference or provided in this prospectus, any applicable prospectus supplement or any free writing prospectus is accurate as of any date other than the date on the front cover of each of those documents.

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RISK FACTORS

Limited partner interests are inherently different from the capital stock of a corporation, although many of the business risks to which we are subject are similar to those that would be faced by a corporation engaged in a similar business. Before you invest in our common units, you should carefully consider the risk factors included in this prospectus and our most recent Annual Report on Form 10-K, as supplemented by our Quarterly Reports on Form 10-Q, that are incorporated herein by reference. You should also carefully consider any risk factors that may be included in the applicable prospectus supplement, together with all of the other information included in this prospectus, any prospectus supplement and the documents we incorporate by reference herein or therein, in evaluating an investment in our common units.

If any of the risks discussed in the foregoing documents were to actually occur, our business, financial condition, results of operations, or cash flow could be materially adversely affected. In that case, the trading price of our common units could decline and you could lose all or part of your investment.

FORWARD-LOOKING STATEMENTS

Some of the information included in this prospectus and the documents we incorporate by reference herein contain forward-looking statements. All statements that are not statements of historical fact, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You can typically identify forward-looking statements by the use of forward-looking words, such as may, could, project, believe, anticipate, expect, estimate, potential, plan, forecast and other similar words. When considering statements, you should keep in mind the risk factors and other cautionary statements in this prospectus, any prospectus supplement and the documents we incorporate by reference herein and therein.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks and uncertainties include, but are not limited to, (i) the risks described in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2010, which is incorporated herein by reference, (ii) risks described in any of our Quarterly Reports on Form 10-Q, and (iii) the risks described in any applicable prospectus supplement. Some of these risks are summarized below:

the extent of changes in commodity prices, our ability to effectively limit a portion of the adverse impact of potential changes in prices through derivative financial instruments, and the potential impact of price and producers' access to capital on natural gas drilling, demand for our services, and the volume of NGLs and condensate extracted;

general economic, market and business conditions;

the level and success of natural gas drilling around our assets, the level and quality of gas production volumes around our assets and our ability to connect supplies to our gathering and processing systems in light of competition;

our ability to grow through acquisitions, contributions from affiliates, or organic growth projects, and the successful integration and future performance of such assets;

our ability to access the debt and equity markets and the resulting cost of capital, which will depend on general market conditions, our financial and operating results, inflation rates, interest rates and our ability to effectively limit a portion of the adverse effects of potential changes in interest rates by entering into derivative financial instruments, our ability to comply with the covenants to our credit agreement and our debt securities, as well as our ability to maintain our credit ratings;

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our ability to purchase propane from our principal suppliers and make associated profitable sales transactions for our wholesale propane logistics business;

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our ability to construct facilities in a timely fashion, which is partially dependent on obtaining required construction, environmental and other permits issued by federal, state and municipal governments, or agencies thereof, the availability of specialized contractors and laborers, and the price of and demand for supplies;

the creditworthiness of counterparties to our transactions;

weather and other natural phenomena, including their potential impact on demand for the commodities we sell and the operation of company-owned and third-party-owned infrastructure;

new additions to and changes in laws and regulations, particularly with regard to taxes, safety and protection of the environment, including climate change legislation, or the increased regulation of our industry;

our ability to obtain insurance on commercially reasonable terms, if at all, as well as the adequacy of the insurance to cover our losses;

industry changes, including the impact of consolidations, increased delivery of liquefied natural gas to the United States, alternative energy sources, technological advances and changes in competition; and

the amount of collateral we may be required to post from time to time in our transactions, including changes resulting from the Dodd-Frank Wall Street Reform and Consumer Protection Act.

You should read these statements carefully because they discuss our expectations about our future performance, contain projections of our future operating results or our future financial condition, or state other forward-looking information. Before you invest, you should be aware that the occurrence of any of the events described in the Risk Factors sections of the documents that are incorporated in this prospectus by reference could substantially harm our business, results of operations and financial condition. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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USE OF PROCEEDS

Unless we specify otherwise in any prospectus supplement, we will use the net proceeds (after the payment of any offering expenses and underwriting discounts and commissions) from our sale of common units using this prospectus for general partnership purposes, which may include, among other things:

paying or refinancing all or a portion of our indebtedness outstanding at the time of such offering; and

funding working capital, capital expenditures, or acquisitions (which may consist of acquisitions of discrete assets or businesses). The actual application of proceeds from the sale of any particular offering of common units using this prospectus will be described in the applicable prospectus supplement relating to such offering. The precise amount and timing of the application of these proceeds will depend upon our funding requirements and the availability and cost of other funds.

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DESCRIPTION OF THE COMMON UNITS

The Units

We currently have outstanding common units, which are limited partner interests in us. The holders of our common units are entitled to participate in partnership distributions and exercise the rights or privileges available to limited partners under our partnership agreement. For a description of the relative rights and preferences in and to partnership distributions of holders of common units and holders of other partnership interests in us, please read this section and [Our Cash Distribution Policy and Restrictions on Distributions](#) . For a general discussion of the expected federal income tax consequences of owning and disposing of common units, please read [Material Tax Consequences](#) .

Our outstanding common units are listed on the NYSE under the symbol [DPM](#) . Any additional common units we issue will also be listed on the NYSE.

Subordinated Units

Subordinated units were issued in our initial public offering. The subordinated units were a separate class of limited partner interests in our partnership, and the rights of holders of subordinated units to participate in distributions to partners differed from, and were subordinated to, the rights of the holders of our common units. During the subordination period, our subordinated units were not entitled to receive any distributions until our common units had received the minimum quarterly distribution plus any arrearages from prior quarters. In February 2008, we satisfied the financial tests contained in our partnership agreement that provided for the early conversion of 50% of the outstanding subordinated units held by DCP Midstream, LLC into common units on a one-for-one basis. Before the February 2008 conversion, DCP Midstream, LLC held 7,142,857 subordinated units, and after the conversion, DCP Midstream, LLC held 3,571,429 subordinated units. In February 2009, we satisfied the financial tests contained in our partnership agreement that provided for the early conversion of the remaining 3,571,429 outstanding subordinated units held by DCP Midstream, LLC into common units on a one-for-one basis. After the February 2009 conversion, there were no outstanding subordinated units.

Class B Units

Our general partner has the right, at a time when there are no subordinated units outstanding and it has received incentive distributions at the highest level to which it is entitled (48%) for each of the prior four consecutive fiscal quarters, to reset the initial cash target distribution levels at higher levels based on the distribution at the time of the exercise of the reset election. In connection with resetting these target distribution levels, our general partner will be entitled to receive a number of Class B units. The Class B units will be entitled to the same cash distributions per unit as our common units and will be convertible into an equal number of common units. The number of Class B units to be issued will be equal to that number of common units whose aggregate quarterly cash distributions equaled the average of the distributions to our general partner on the incentive distribution rights in the prior two quarters. For a more detailed description of our general partner's right to reset the target distribution levels upon which the incentive distribution payments are based and the concurrent right of our general partner to receive Class B units in connection with this reset, please read [Our Cash Distribution Policy and Restrictions on Distributions - General Partner's Rights to Reset Target Distribution Levels](#) .

Class C Units

On November 1, 2006, we issued to DCP LP Holdings, LP, a wholly-owned subsidiary of DCP Midstream, LLC, 200,312 Class C units as partial consideration for the acquisition of Gas Supply Resources, LLC, by the Partnership. On July 2, 2007, the Class C units were converted to common units.

Class D Units

On April 1, 2009, we issued 3,500,000 Class D units to DCP LP Holdings LLC and our general partner as consideration for the acquisition of a limited liability company interest in DCP East Texas Holdings, LLC. On August 17, 2009, the Class D units were converted to common units.

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Number of Units

As of June 18, 2011, we had outstanding 44,083,418 common units, no subordinated units, no Class B units, no Class C units, and no Class D units.

Voting Rights

The following is a summary of the unitholder vote required for the matters specified below. Matters requiring the approval of a unit majority require the approval of a majority of the common units and Class B units, if any, voting as a single class.

In voting their common units or Class B units, if any, our general partner and its affiliates will have no fiduciary duty or obligation whatsoever to us or the limited partners, including any duty to act in good faith or in the best interests of us or the limited partners.

Issuance of additional units	No approval right.
Amendment of the partnership agreement	Certain amendments may be made by the general partner without the approval of the unitholders. Other amendments require the approval of a unit majority. Please read Amendment of the Partnership Agreement .
Merger of our partnership or the sale of all or substantially all of our assets	Unit majority in certain circumstances. Please read Merger, Consolidation, Conversion, Sale or Other Disposition of Assets .
Dissolution of our partnership	Unit majority. Please read Termination and Dissolution .
Continuation of our business upon dissolution	Unit majority. Please read Termination and Dissolution .
Withdrawal of the general partner	Under most circumstances, the approval of a majority of the common units, excluding common units held by our general partner and its affiliates, is required for the withdrawal of our general partner prior to December 31, 2015 in a manner that would cause dissolution of our partnership. Please read Withdrawal or Removal of the General Partner .
Removal of the general partner	Not less than 66 ² / ₃ % of the outstanding units, voting as a single class, including units held by our general partner and its affiliates. Please read Withdrawal or Removal of the General Partner .
Transfer of the general partner interest	Our general partner may transfer all, but not less than all, of its general partner interest in us without a vote of our unitholders to an affiliate or another person in connection with its merger or consolidation with or into, or transfer by our general partner of all or substantially all of its assets, to such person. The approval of a majority of the common units, excluding common units held by the general partner and its affiliates, is required in other circumstances for a transfer of the general partner interest to a third party prior to December 31, 2015. See Transfer of General Partner Units .
Transfer of incentive distribution rights	Except for transfers to an affiliate or another person as part of our general partner's merger or consolidation, sale of all or substantially all of its assets or the sale of all of the ownership interests in such holder, the approval of a majority of the common units, excluding common units held by the general partner and its affiliates, is required in most circumstances for a transfer of the incentive distribution rights to a third party prior to December 31, 2015. Please read Transfer of Incentive Distribution Rights .
Transfer of ownership interests in our general partner	No approval required at any time. Please read Transfer of Ownership Interests in the General Partner .

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Limited Liability

Assuming that a limited partner does not participate in the control of our business within the meaning of the Delaware Revised Uniform Limited Partnership Act, or the Delaware Act, and that such limited partner otherwise acts in conformity with the provisions of the partnership agreement, such limited partner's liability under the Delaware Act will be limited, subject to possible exceptions, to the amount of capital such limited partner is obligated to contribute to us for its common units plus its share of any undistributed profits and assets. If it were determined, however, that the right, or exercise of the right, by the limited partners as a group:

to remove or replace the general partner;