

Dominion Midstream Partners, LP

Form 3

October 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â DOMINION RESOURCES
INC /VA/

(Last) (First) (Middle)

120 TREDEGAR STREET

(Street)

RICHMOND,Â VAÂ 23219

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/10/2014

3. Issuer Name and Ticker or Trading Symbol

Dominion Midstream Partners, LP [DM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Units (Limited Partner Interests) 0 (1) (2) (3)

I (1) (2) (3) See Footnotes

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Subordinated Units (Limited Partner Interests)	Â (4)	Â (4)	Common Units (1) (2) (3) \$ (4)	I (1) (2) (3) See Footnotes

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOMINION RESOURCES INC /VA/ 120 TREDEGAR STREET RICHMOND, VA 23219	Â X	Â X	Â	Â
Dominion Cove Point, Inc. 120 TREDEGAR STREET RICHMOND, VA 23219	Â X	Â X	Â	Â
Dominion Midstream GP, LLC 120 TREDEGAR STREET RICHMOND, VA 23219	Â X	Â X	Â	Â
Dominion MLP Holding Company, LLC 120 TREDEGAR STREET RICHMOND, VA 23219	Â X	Â X	Â	Â

Signatures

/s/ Karen W. Doggett, Assistant Corporate Secretary, Dominion Resources, Inc.	10/10/2014
**Signature of Reporting Person	Date
/s/ Karen W. Doggett, Assistant Secretary, Dominion Cove Point, Inc.	10/10/2014
**Signature of Reporting Person	Date
/s/ Karen W. Doggett, Assistant Secretary, Dominion Midstream GP, LLC	10/10/2014
**Signature of Reporting Person	Date
/s/ Karen W. Doggett, Assistant Secretary, Dominion MLP Holding Company, LLC	10/10/2014
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- This Form 3 is being filed jointly by Dominion Resources, Inc. ("DRI"), Dominion Cove Point, Inc. ("DCP"), Dominion Midstream GP, LLC (the "General Partner") and Dominion MLP Holding Company, LLC ("DMHC") in connection with the effectiveness of the Issuer's
- (1) Registration Statement on Form S-1 (File No. 333-194864) (the "Registration Statement"). DCP, a direct wholly-owned subsidiary of DRI, owns all of the membership interests in both the General Partner and DMHC. Accordingly, the General Partner and DMHC are both indirect wholly-owned subsidiaries of DRI.
 - (2) As of the effectiveness of the Registration Statement, DMHC owns a 100% limited partner interest in the Issuer and the General Partner owns the non-economic general partner interest in the Issuer. DCP owns all of the membership interests in DMHC and the General Partner, and DRI is the sole shareholder of DCP. Accordingly DCP and DRI may be deemed to indirectly beneficially own securities of

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the Issuer owned directly by DMHC and the General Partner.

As described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, DRI and its subsidiaries will contribute the general partner interest in Dominion Cove Point LNG, LP ("Cove Point") and a portion of the preferred equity interests in Cove Point to the Issuer and DMHC will receive (i) 11,847,789 common units and (ii) 31,972,789 subordinated units,

(3) for a combined 68.5% limited partner interest in the Issuer. The Issuer has granted to the underwriters a 30-day option to purchase up to an aggregate of 2,625,000 additional common units. If the underwriters do not exercise this option in full or at all, the common units that would have been sold to the underwriters had they exercised the option in full will be issued to DMHC at the expiration of the option period.

- (4) Each subordinated unit will convert into one common unit at the end of the subordination period described in the Registration Statement. The subordinated units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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