

DCP Midstream Partners, LP  
Form 8-K  
September 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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): September 23, 2010**

**DCP MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

Commission File No. 001-32678

**Delaware**  
(State or other jurisdiction)

**03-0567133**  
(IRS Employer)

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of incorporation)

Identification No.)

**370 17th Street, Suite 2775, Denver, Colorado**

(Address of principal executive offices)

**80202**

(Zip Code)

**Registrant's telephone number, including area code: (303) 633-2900**

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))

**Item 8.01 Other Events.**

DCP Midstream Partners, LP is filing this Current Report on Form 8-K to provide (1) a reconciliation of the non-GAAP financial measure Adjusted Segment EBITDA to its nearest comparable GAAP measure on a reportable segment basis (or portions of a reportable segment) and (2) a calculation of the ratio of earnings to fixed charges for the six month period ended June 30, 2010.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

<b>Number</b>	<b>Description</b>
12.1	Ratio of Earnings to Fixed Charges for the six month period ended June 30, 2010, and the years ended December 31, 2009, 2008, 2007, 2006 and 2005
99.1	Reconciliation of Non-GAAP Financial Information

**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

September 23, 2010

**EXHIBITS INDEX**

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