#### **BRADLEY MICHAEL JACK**

Form 4

February 28, 2006

### 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 Estimated average

0.5

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

Units

(Print or Type Responses)

1. Name and A BRADLEY		2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		DCP Mi	dstream I	Partners,	LP [DPN	<b>1</b> ] (Cl	heck all applicable	e)	
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction					
		(Month/D	ay/Year)			_X_ Director	109	% Owner	
DCP MIDS	ERS, 12/07/20	12/07/2005				_X_ Officer (give title Other (specify			
LP, 370 177	ΓΕ					below) below) President, CEO			
2775							resident, CLO		
	4 If Δ mea	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)				Applicable Line)			
		i nea(won	ui/Day/1car,	,		**	y One Reporting P	erson	
DENVER,	CO 80202					Form filed b	y More than One R	eporting	
(0'.)	(6, . )	<b>7</b> ' \				i cison			
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securities	Acquired, Disposed	l of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	on Date, if TransactionAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed	` ′	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						Reported	(IIISII. 4)	(IIIsu. 4)	
					(A)	Transaction(s)			
			Code V	Amount	or (D) Pri	ce (Instr. 3 and 4)			
Common	1010710007				` /				
Unite	12/07/2005		G	19 <u>(1)</u>	D \$0	15,081	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)

### Edgar Filing: BRADLEY MICHAEL JACK - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number own Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derive Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Common Unit Grant	<u>(2)</u>	01/03/2006		A	7,200	(3)	<u>(4)</u>	Common Units	7,200	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
BRADLEY MICHAEL JACK						
DCP MIDSTREAM PARTNERS, LP	X		President,			
370 17TH STREET, SUITE 2775	Λ		CEO			
DENVER, CO 80202						

### **Signatures**

/s/ Micahel S. Richards, as
Attorney-in-Fact
02/27/2006

\*\*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).
- (1) Reflects commemorative units Mr. Bradley gifted to members of management at the closing of the Company's initial public offering.
- (2) 1-for-1.
- (3) The phantom units vest in their entirety in 3 years on January 3, 2009.
- (4) For electronic filing purposes only. Expiration date not applicable.

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.

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