

Dominion Midstream Partners, LP
 Form 4
 October 02, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
DOMINION RESOURCES INC
 /VA/

2. Issuer Name and Ticker or Trading Symbol
Dominion Midstream Partners, LP
[DM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
120 TREDEGAR STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
09/30/2015

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

RICHMOND, VA 23219
 (City) (State) (Zip)

4. 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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Units (Limited Partner Interests) | 09/30/2015 | | P | | 21,158 A \$ 25.9429 (1) | 49,135,421 (2) | I See Footnotes (3) |
| Common Units (Limited Partner Interests) | 09/30/2015 | | P | | 26,750 A \$ 26.5122 (4) | 49,162,171 I | See Footnotes (3) |
| Common Units | 09/30/2015 | | P | | 3,933 A \$ 27.4532 | 49,166,104 I | See Footnotes |

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| | | | | | | | | | |
|-----------------------------|------------|--|---|--------|-----|---------|------------|---|-----------|
| (Limited Partner Interests) | | | | | (5) | | | | (3) |
| Common Units | | | | | \$ | | | | See |
| (Limited Partner Interests) | 10/01/2015 | | P | 52,075 | A | 27.0786 | 49,218,179 | I | Footnotes |
| | | | | | | (6) | | | (3) |

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

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

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

| 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. Transaction Code (Instr. 8) | 5. Number of 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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOMINION RESOURCES INC /VA/ 120 TREDEGAR STREET RICHMOND, VA 23219 | X | X | | |

Signatures

/s/ Karen W. Doggett, Assistant Corporate Secretary, Dominion Resources, Inc.

10/02/2015

__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) Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$25.19 to \$26.18. The filer undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.
 - (2) Includes 181,546 common units representing limit partner interests ("Common Units") previously owned directly by Dominion Resources, Inc. ("Dominion") which were contributed to Dominion MLP Holding Company III, Inc., a wholly owned subsidiary of Dominion.

Dominion may be deemed to indirectly own 5,112,139 Common Units in the Issuer held directly by its wholly owned subsidiary Dominion MLP Holding Company II, Inc. and 285,462 Common Units held directly by its wholly owned subsidiary Dominion MLP Holding Company III, Inc. Additionally, Dominion may be deemed to indirectly own an additional 11,847,789 Common Units and 31,972,789 subordinated units representing limited partner interests ("Subordinated Units") in the Issuer held directly by its indirect wholly owned subsidiary Dominion MLP Holding Company, LLC. Each Subordinated Unit will convert into one Common Unit at the end of the subordination period described in the Issuer's Registration Statement on Form S-1 (File No. 333-194864). The Subordinated Units have no expiration date.
 - (3) Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$26.19 to \$26.86. The filer undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.
 - (4) Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$27.23 to \$27.615. The filer undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.
 - (5) Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$26.86 to \$27.32. The filer undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of units purchased at each separate price.
 - (6)

Remarks:

Dominion Midstream GP, LLC (the "General Partner") serves as the general partner of the Issuer and manages the Issuer's operations.

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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