

Dominion Midstream Partners, LP
 Form 4
 October 08, 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)
10/06/2015

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 Indirect Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Units (Limited Partner Interests) | 10/06/2015 | | P | | 64,456 | A | \$ 27.7996 (1) | 49,334,710 | I | See Footnote (2) |
| Common Units (Limited Partner Interests) | 10/07/2015 | | P | | 25,603 | A | \$ 27.3043 (3) | 49,360,313 | I | See Footnote (2) |
| Common Units | 10/07/2015 | | P | | 39,569 | A | \$ 27.9205 | 49,399,882 | I | See Footnote |

(Limited
Partner
Interests)

(4)

(2)

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

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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.

10/08/2015

__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 \$27.48 to \$28.34. 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)

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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 467,165 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 \$26.76 to \$27.75. 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 \$27.76 to \$28.34. 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.

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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