

Dominion Midstream Partners, LP
Form 4
October 13, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMINION RESOURCES INC
/VA/

(Last) (First) (Middle)

120 TREDEGAR STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Units (Limited Partner Interests)	10/08/2015		P		15,200	A	\$ 28.3601 <u>(1)</u>	49,415,082	I	See Footnote <u>(2)</u>
Common Units (Limited Partner Interests)	10/08/2015		P		48,482	A	\$ 29.4867 <u>(3)</u>	49,463,564	I	See Footnote <u>(2)</u>
Common Units	10/08/2015		P		1,400	A	\$ 30.1257	49,464,964	I	See Footnote

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(Limited Partner Interests)				(4)				(2)
Common Units (Limited Partner Interests)	10/12/2015	P	22,793 (5)	A	\$ 29.9563 (6)	49,487,757	I	See Footnote (2)
Common Units (Limited Partner Interests)	10/13/2015	P	100 (5)	A	\$ 29.99	49,487,857	I	See Footnote (2)

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

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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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.

10/13/2015

__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 \$27.99 to \$28.98. 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) Dominion Resources, Inc. ("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 555,140 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 \$28.99 to \$29.97. 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 \$30.00 to \$30.15. 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) Units were purchased pursuant to a 10b5-1 plan.
- (6) Price reflects the weighted average purchase price. Units were purchased at prices ranging from \$29.83 to \$29.99. 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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