

Dominion Midstream Partners, LP
 Form 4
 April 01, 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)
04/01/2015

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 Beneficial Ownership (Instr. 4)				
Common Units (Limited Partner Interests)	04/01/2015		A	V	5,112,139	A	(1)	48,932,717 (2)	I	(2)	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)

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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 Owned Following Transaction (Instr. 5)
				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.

04/01/2015

__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) Pursuant to the Purchase, Sale and Contribution Agreement dated April 1, 2015 (the "Contribution Agreement") by and among the Issuer, Dominion Resources, Inc. ("Dominion") and Dominion MLP Holding Company II, Inc. ("Holdco"), Holdco agreed to contribute certain assets to the Issuer in exchange for (a) an unsecured promissory note in the initial principal amount of \$295,331,972 and (b) 5,112,139 common units representing limited partner interests ("Common Units"). The market value of the Common Units issued in the transaction was \$200,000,000, determined based on the volume-weighted average trading price of a Common Unit on the New York Stock Exchange for the 10-trading day period ending on March 31, 2015.

(2) Holdco is a wholly owned subsidiary of Dominion and therefore Dominion may be deemed to indirectly own the securities of the Issuer acquired by Holdco. 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.

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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