

Dominion Midstream Partners, LP
 Form 4
 October 22, 2014

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)
10/20/2014

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) | 10/20/2014 | | A | 11,847,789 (1) (2) (3) | A (3) 11,847,789 | I | See Footnotes (1) (2) (3) |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subordinated Units (Limited Partner Interests) | (4) | 10/20/2014 | | A | 31,972,789 (1) (2) (3) | (4) (4) | Common Units 31,972,789 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOMINION RESOURCES INC /VA/ 120 TREDEGAR STREET RICHMOND, VA 23219 | X | X | | |
| Dominion Cove Point, Inc. 120 TREDEGAR STREET RICHMOND, VA 23219 | X | X | | |
| Dominion Midstream GP, LLC 120 TREDEGAR STREET RICHMOND, VA 23219 | X | X | | |
| Dominion MLP Holding Company, LLC 120 TREDEGAR STREET RICHMOND, VA 23219 | X | X | | |

Signatures

| | |
|--|------------|
| /s/ Karen W. Doggett Assistant Corporate Secretary, Dominion Resources, Inc. | 10/22/2014 |
| **Signature of Reporting Person | Date |
| /s/ Karen W. Doggett, Assistant Secretary, Dominion Cove Point, Inc. | 10/22/2014 |
| **Signature of Reporting Person | Date |
| /s/ Karen W. Doggett, Assistant Secretary, Dominion Midstream GP, LLC | 10/22/2014 |
| **Signature of Reporting Person | Date |
| /s/ Karen W. Doggett, Assistant Secretary, Dominion MLP Holding Company, LLC | 10/22/2014 |
| **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) This Form 4 is being filed jointly by Dominion Resources, Inc. ("DRI"), Dominion Cove Point, Inc. ("DCP"), Dominion Midstream GP, LLC (the "General Partner") and Dominion MLP Holding Company, LLC ("DMHC"). DCP, a direct wholly-owned subsidiary of DRI, owns all of the membership interests in both the General Partner and DMHC. Accordingly, the General Partner and DMHC are both indirect wholly-owned subsidiaries of DRI.

(2) The General Partner owns the non-economic general partner interest in the Issuer. DCP owns all of the membership interests in the General Partner and DMHC. DRI owns all of the common stock of DCP. Accordingly, DCP and DRI both may be deemed to indirectly beneficially own the securities of the Issuer owned directly by the General Partner and DMHC, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

(3) Pursuant to the transactions contemplated by the Contribution Agreement dated as of October 10, 2014 by and among the Issuer, DCP, the General Partner, DMHC, Dominion Cove Point LNG, LP ("Cove Point") and certain other affiliates of DRI, and in connection and effective with the closing of the initial public offering of the Issuer on October 20, 2014, DMHC obtained a general partner interest and certain limited partner interests in Cove Point, and contributed such partnership interests to the Issuer in exchange for (i) 11,847,789 common units and (ii) 31,972,789 subordinated units, for a combined 68.5% limited partner interest in the Issuer. The foregoing gives effect to the exercise in full by the underwriters of their option to purchase additional units. DRI and DCP both may be deemed to indirectly beneficially own the securities of the Issuer directly held by DMHC, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein.

(4) 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.

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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