Western Gas Equity Partners, LP Form 4

December 12, 2012

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 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(b).

(City)

1.Title of

Security

(Instr. 3)

Common Units

limited

partner interests

representing

1. Name and Address of Reporting Person * ANADARKO PETROLEUM CORP

(Last) (First)

(Middle)

1201 LAKE ROBBINS DR.

(Street)

(State)

12/12/2012

THE WOODLANDS, TX 77380

2. Issuer Name and Ticker or Trading Symbol

Western Gas Equity Partners, LP

[WGP]

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

12/12/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

TransactionDisposed of (D) Code (Instr. 8)

3.

(Instr. 3, 4 and 5)

Code V Amount

Α

199,137,365 Α

(1)

Price

Issuer

below)

4. Securities Acquired (A) or 5. Amount of

(A)

or

(D)

Director

Applicable Line)

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

Officer (give title

199,137,365 (1)(2)

See footnotes (1)(2)

7. Nature of

Beneficial

Ownership

(Instr. 4)

Indirect

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form filed by One Reporting Person

6.

(I)

Ownership

Direct (D)

or Indirect

(Instr. 4)

Form:

(Check all applicable)

X 10% Owner Other (specify

Estimated average

burden hours per

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ANADARKO PETROLEUM CORP 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X				
WESTERN GAS RESOURCES INC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X				

Signatures

/s/ Amanda M. McMillian, Deputy General Counsel and Corporate Secretary of Anadarko	12/12/2012
Petroleum Corporation	12/12/2012

**Signature of Reporting Person Date

/s/ Amanda M. McMillian, Vice President and Corporate Secretary of Western Gas 12/12/2012 Resources, Inc.

> **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).

Upon the closing of the initial public offering ("IPO") of common units representing limited partner interests in Western Gas Equity Partners, LP (the "Issuer") on December 12, 2012, (i) Western Gas Resources, Inc. ("WGR") owns 199,137,365 common units, representing a 92% limited partner interest in the Issuer, (ii) Western Gas Equity Holdings, LLC (the "General Partner") owns a 0%

- noneconomic general partner interest in the Issuer, and (iii) Anadarko Petroleum Corporation ("Anadarko") owns all of the issued and outstanding shares of common stock of WGR. Accordingly, Anadarko may be deemed to be an indirect beneficial owner of any securities held by WGR.
- WGR received its common units in the Issuer upon the Issuer's redemption of its previously issued and outstanding limited partner (2) interest held by WGR in exchange for newly issued common units representing limited partner interests. Common units in the Issuer were issued to the public at a price of \$22 per common unit.

Reporting Owners 2

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