

Western Gas Partners LP
Form 4
March 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ANADARKO PETROLEUM CORP

(Last) (First) (Middle)

1201 LAKE ROBBINS DR.

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Western Gas Partners LP [WES]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | (A) or (D) | Price |
| Common Units representing limited partner interests | 03/03/2014 | | P | | 308,490 | A | \$ 60.78 (1) |
| | | | | | 50,053,824 | I | (1) (2) (3) 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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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 Beneficially (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 |
| 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 | | |
| Western Gas Equity Partners, LP 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| Western Gas Equity Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| ANADARKO MARCELLUS MIDSTREAM, L.L.C. 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| Anadarko E&P Onshore LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| ANADARKO HOLDING Co 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| APC Midstream Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc. | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Authorized Signatory for Anadarko Marcellus Midstream, L.L.C. | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Authorized Signatory for Anadarko E&P Onshore LLC | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Authorized Signatory for Anadarko Holding Company | 03/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC | 03/04/2014 |
| __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) On March 3, 2014, as partial consideration for an acquisition of assets from Anadarko Petroleum Corporation ("Anadarko"), Western Gas Partners, LP ("WES") issued 308,490 common units to an indirect wholly owned subsidiary of Anadarko, APC Midstream Holdings, LLC ("AMH"), at \$60.78 per unit, pursuant to a Contribution Agreement dated as of February 27, 2014.

(2) As of March 3, 2014, (i) WGP owns 49,296,205 WES common units and 100% of the membership interests in WES's general partner, Western Gas Holdings, LLC, and AMH owns 308,490 WES common units, (ii) Western Gas Resources, Inc. ("WGR") owns (A) all of the membership interests of Western Gas Equity Holdings, LLC ("WGP GP"), the general partner of WGP, (B) 91% of the issued and outstanding limited partner interests in WGP, and (Z) 100% of the membership interests in AMH, (iii) WGP GP owns a 0% noneconomic general partner interest in WGP, and (iv) Anadarko owns all of the issued and outstanding shares of common stock of WGR. Accordingly, WGP GP, WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by WGP, and WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by AMH.

(3) As of March 3, 2014, (i) AMM owns 449,129 WES common units, (ii) Anadarko E&P Onshore LLC ("Anadarko E&P") owns 100% of the membership interests in AMM, (iii) Anadarko Holding Company owns 100% of the member interests in Anadarko E&P, and (iv) Anadarko owns 100% of the member interests in Anadarko Holding Company ("AHC"). Accordingly, Anadarko E&P, AHC and Anadarko may be deemed to be indirect beneficial owners of any securities held by AMM.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.