

Western Gas Equity Partners, LP
 Form 4
 June 11, 2015

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
Western Gas Equity Partners, LP [WGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1201 LAKE ROBBINS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2015

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

THE WOODLANDS, TX 77380
 (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 representing limited partner interests	06/10/2015		S	V Amount (D) Price	\$ 2,300,000 56.45 (1)	I	See footnote (1)
				(A) or (D) Price	191,087,365 (1)		

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Purchase Contract Obligation to Deliver Common Units	(2)	06/10/2015		J/K(2)	8,000,000	06/07/2018	06/07/2018	Common Units	6,000,000

Reporting Owners

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

Signatures

/s/ Anadarko Petroleum Corporation, by Philip H. Peacock as attorney-in-fact 06/11/2015
**Signature of Reporting Person Date

/s/ Western Gas Resources, Inc., by Philip H. Peacock as attorney-in-fact 06/11/2015
**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) Western Gas Resources, Inc. ("WGR") directly or indirectly owns 191,087,365 common units, representing an 87% limited partner interest in the Issuer, and 100% of the equity interests of Western Gas Equity Holdings, LLC, which holds a 0% noneconomic general partner interest in the Issuer. 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.
- (2) On June 10, 2015, Anadarko sold 8,000,000 7.5% Tangible Equity Units ("TEUs") at a price to the public of \$50.00 per TEU (\$48.50 per TEU, net of underwriting discounts). Pursuant to the terms of the related underwriting agreement, Anadarko granted the underwriters a 30-day option to purchase up to an additional 1,200,000 TEUs. Each TEU consists of (1) a prepaid equity purchase contract (each, a "Purchase Contract") under which the holder has purchased and Anadarko will agree to deliver on June 7, 2018 (subject to postponement

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or early settlement in certain circumstances), a number of the Issuer's Common Units, subject to Anadarko's right to elect to deliver shares of its common stock in lieu of such Common Units and (2) a senior amortizing note issued by Anadarko. A maximum of 6,872,800 Common Units may be issued upon settlement of the Purchase Contracts (or 7,903,720 Common Units if the TEU Underwriters exercise their option to purchase an additional 1,200,000 TEUs in full).

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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