Tudor David J Form 4 May 26, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005 Estimated average

Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tudor David J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

Western Gas Partners LP [WES]

(Check all applicable)

(First) (Last)

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

10% Owner Other (specify Officer (give title

1201 LAKE ROBBINS DRIVE

6. Individual or Joint/Group Filing(Check

below)

X_ Director

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

05/24/2011

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

THE

(City)

1 Title of

WOODLANDS, TX 77380-7046

(State)

TOTAL T AL	D	- C · · · · · · · · ·		1 . C D.	eneficially Owned
I anie I - No	m_Herivativ	e Securities A	raiiirea Incha	Sea of or Ka	eneticialiv i iwned

1.11ttle 01	2. Transaction Date	ZA. Deemed	٥.	4. Securities Acquired	5. Amount of	0.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Disposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			C-1- V	Or A (D) D	(Instr. 3 and 4)		
~			Code V	Amount (D) Price			

Common

Units

Representing 05/25/2011 Limited

M

D

Partnership Interests

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sha
Phantom Units	(1)	05/24/2011		A	1,993		05/24/2012	05/24/2012	Common Units Representing Limited Partnership Interests	1,
Phantom Units	<u>(1)</u>	05/25/2011		M		3,343	05/25/2011	05/25/2011	Common Units Representing Limited Partnership Interests	3,

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 8	Director	10% Owner	Officer	Other		
Tudor David J						
1201 LAKE ROBBINS DRIVE	X					
THE WOODLANDS, TX 77380-7046						

Signatures

/s/ Linda Mansker by power of atty. for David J.
Tudor

05/26/2011

**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).
- Each Phantom Unit is the economic equivalent of one WES Common Unit representing limited partnership interests, and upon vesting, (1) will entitle the holder to receive a common unit or, in the discretion of our general partner's board of directors, cash equal to the fair market value of a common unit at the time of vesting.

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.

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