

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-12-12** | Period of Report: **2012-12-12**

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### ISSUER

#### Western Gas Partners LP

CIK: [1414475](#) | IRS No.: **261075808** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
SIC: **4922** Natural gas transmission

Mailing Address	Business Address
1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380	1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380 832-636-1000

### REPORTING OWNER

#### ANADARKO PETROLEUM CORP

CIK: [773910](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **121258776**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address	Business Address
1201 LAKE ROBBINS DR. THE WOODLANDS TX 77380	1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380-1046 832-636-1000

#### WESTERN GAS RESOURCES INC

CIK: [856716](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **121258775**  
SIC: **4924** Natural gas distribution

Mailing Address	Business Address
1099 18TH STREET, SUITE 1200 DENVER CO 80202-1955	1099 18TH STREET, SUITE 1200 DENVER CO 80202-1955 303 452 5603

#### Western Gas Equity Partners, LP

CIK: [1423902](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **121258774**

Mailing Address	Business Address
1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380-7046	1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380-7046 832-636-1000

#### Western Gas Equity Holdings, LLC

CIK: [1563544](#) | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **121258773**

Mailing Address	Business Address
1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380	1201 LAKE ROBBINS DRIVE THE WOODLANDS TX 77380 (832) 636-6000

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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Expires: 02/28/2011  
Estimated average burden  
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**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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

1. Name and Address of Reporting Person <b>ANADARKO PETROLEUM CORP</b>			2. Issuer Name and Ticker or Trading Symbol <b>Western Gas Partners LP [WES]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2012</b>			
<b>1201 LAKE ROBBINS DR.</b>						
(Street) <b>THE WOODLANDS, TX 77380</b>			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person	
(City)	(State)	(Zip)				

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	12/12/2012		P		8,722,966	A	\$46 <sup>(1)</sup>	49,296,205 <sup>(1) (2)</sup>	I	See footnotes <sup>(1) (2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
									Amount or Number of Shares				

**Reporting Owners**

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
<a href="#">ANADARKO PETROLEUM CORP</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
<a href="#">WESTERN GAS RESOURCES INC</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
<a href="#">Western Gas Equity Partners, LP</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
<a href="#">Western Gas Equity Holdings, LLC</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		

#### Explanation of Responses:

1. On December 12, 2012, in connection with the closing of the initial public offering of common units representing limited partner interests in Western Gas Equity Partners, LP ("WGP"), Western Gas Partners, LP issued 8,722,966 common units to WGP and 178,019 general partner units to Western Gas Holdings, LLC, each at \$46.00 per unit, pursuant to a Unit Purchase Agreement dated as of the date of closing.
2. Effective September 12, 2012, WGR Holdings, LLC was converted into Western Gas Equity Partners, LP, a Delaware limited partnership. As of December 12, 2012, (i) WGP owns 100% of the membership interests in Western Gas Holdings, LLC, (ii) Western Gas Resources, Inc. ("WGR") owns (X) all of the membership interests of Western Gas Equity Holdings, LLC ("WGP GP"), the general partner of WGP, and (Y) 92% of the issued and outstanding limited partner interests in WGP, (iii) WGP GP owns a 0% noneconomic general partner interest in WGP, and (iv) Anadarko Petroleum Corporation ("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.

#### Signatures

[/s/ Amanda M. McMillian, Deputy General Counsel and Corporate Secretary of Anadarko Petroleum Corporation](#)

[12/12/2012](#)

[/s/ Amanda M. McMillian, Vice President and Corporate Secretary of Western Gas Resources, Inc.](#)

[12/12/2012](#)

[/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP](#)

[12/12/2012](#)

[/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC](#)

[12/12/2012](#)

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**