

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-05** | Period of Report: **2013-03-01**
SEC Accession No. **0001209191-13-013824**

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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.: **13665109**
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.: **13665108**
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.: **13665107**

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.: **13665106**

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

Anadarko E&P Onshore LLC

CIK: **1570991** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-34046** | Film No.: **13665104**

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

ANADARKO HOLDING Co

CIK: **1570992** | State of Incorporation: **UT** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-34046** | Film No.: **13665103**

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

ANADARKO MARCELLUS MIDSTREAM, L.L.C.

CIK: **1571011** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-34046** | Film No.: **13665105**

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

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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**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 ANADARKO PETROLEUM CORP			2. Issuer Name and Ticker or Trading Symbol Western Gas Partners LP [WES]			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) 03/01/2013					
1201 LAKE ROBBINS DR.								
(Street) THE WOODLANDS, TX 77380			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	03/01/2013		P		449,129	A	\$54.55 ⁽¹⁾	49,745,334 ^{(1) (2) (3)}	I	See footnotes ^{(1) (2)}

**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
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		

Explanation of Responses:

- On March 1, 2013, as partial consideration for an acquisition of assets from Anadarko Petroleum Corporation ("Anadarko"), Western Gas Partners, LP ("WES") issued 449,129 common units to an indirect wholly owned subsidiary of Anadarko, Anadarko Marcellus Midstream, L.L.C. ("AMM"), at \$54.55 per unit, pursuant to a Contribution Agreement dated as of February 27, 2013.
- As of March 1, 2013, (i) WGP owns 49,296,205 WES common units and 100% of the membership interests in WES's general partner, 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 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.
- As of March 1, 2013, (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.

Signatures

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation	03/05/2013
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.	03/05/2013
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP	03/05/2013
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC	03/05/2013
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Marcellus Midstream, L.L.C.	03/05/2013
/s/ Philip H. Peacock, Authorized Signatory for Anadarko E&P Onshore LLC	03/05/2013
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Holding Company	03/05/2013
** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert K. Reeves, Linda A. Mansker, Amanda M. McMillian, Anne V. Bruner and Philip H. Peacock, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer, 10% owner or person otherwise required to file, with respect to Western Gas Partners, LP (the "Company"), Forms ID, 3, 4 and 5, pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder, and Form 144, pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder, if required; and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, Form 4, Form 5 or Form 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) of the Exchange Act or Rule 144 of the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a director of the Company unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact; provided, however, this Power of Attorney will expire immediately upon the termination of employment of any attorney-in-fact as to that attorney-in-fact only, but not as to any other appointed attorney-in-fact hereunder.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of February, 2013.

ANADARKO PETROLEUM CORPORATION
ANADARKO HOLDING COMPANY
ANADARKO E&P ONSHORE LLC
ANADARKO MARCELLUS MIDSTREAM, L.L.C.
WESTERN GAS RESOURCES, INC.

/s/ Robert K. Reeves

By: Robert K. Reeves
Title: Senior Vice President

WESTERN GAS EQUITY HOLDINGS, LLC

/s/ Philip H. Peacock

By: Philip H. Peacock
Title: Vice President, General Counsel and Corporate Secretary

WESTERN GAS EQUITY PARTNERS, LP

By: WESTERN GAS EQUITY HOLDINGS, LLC

/s/ Philip H. Peacock

Philip H. Peacock
Vice President, General Counsel and Corporate Secretary