

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2019-03-04** | Period of Report: **2019-02-28**

SEC Accession No. [0000899243-19-005978](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

ANADARKO PETROLEUM CORP

CIK:[773910](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **19656341**
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 Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **19656342**
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 Midstream Partners, LP

CIK:[1423902](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **19656343**
SIC: **4922** Natural gas transmission

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.: **19656344**

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

Kerr-McGee Worldwide Corp

CIK:[1699285](#)
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **19656345**

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

APC Midstream Holdings, LLC

CIK:[1601306](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **19656346**

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

ISSUER

Western Midstream Operating, LP

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

Mailing Address

1201 LAKE ROBBINS DRIVE
THE WOODLANDS TX 77380

Business Address

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

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden
hours per response 0.5

**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 Midstream Operating, LP [NONE]			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) 02/28/2019			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		
1201 LAKE ROBBINS DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) THE WOODLANDS, TX 77380								
(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	02/28/2019		<u>A</u>		14,681,388	A	(1) (2) (3) (4) (5)	66,824,814	I	See footnotes (1) (2) (3) (4) (5)
Common Units representing limited partner interests	02/28/2019		<u>A</u>		45,760,201	A	(3) (4) (5)	112,585,015	I	See footnotes (3) (4) (5)
Common Units representing limited partner interests	02/28/2019		<u>A</u>		105,624,704	A	(3) (4) (5)	218,209,719	I	See footnotes (3) (4) (5)
Common Units representing limited partner interests	02/28/2019		<u>D</u>		218,209,719	D	(3) (4) (5)	0	I	See footnotes (3) (4) (5)

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class C units representing limited partner interests	(3) (4) (5)	02/28/2019		<u>D</u>				(3) (4) (5)	(3) (4) (5)	Common units representing limited partner interests	14,681,388	(3) (4) (5)	0	I	See footnotes (1) (2)

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		
Western Midstream 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		
Kerr-McGee Worldwide Corp 1201 LAKEROBINS DR. THE WOODLANDS, TX 77380		X		
APC Midstream Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		

Explanation of Responses:

- On February 27, 2019, (i) Western Gas Equity Partners, LP ("WGP") owned 50,132,046 common units of Western Gas Partners, LP ("WES") and 100% of the membership interests in WES's general partner, Western Gas Holdings, LLC ("WES GP"), and APC Midstream Holdings, LLC ("AMH") owned 1,562,251 WES common units and 14,681,388 Class C units, (ii) Western Gas Resources, Inc. ("WGR") owned (A) all of the membership interests of WGP GP, the general partner of WGP, (B) 77.8% 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 Petroleum Corporation ("Anadarko") owned all of the issued and outstanding shares of common stock of WGR.
- (Continued from Footnote 1) 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. Also prior to the Effective Time, (i) Kerr-McGee Worldwide Corporation ("KWC") owned 449,129 WES common units, (ii) Kerr-McGee Corporation ("KMG") owned 100% of KWC, and (iii) Anadarko owned 100% of KMG. Accordingly, KMG and Anadarko may be deemed to be indirect beneficial owners of any securities held by KWC.
- On February 28, 2019 (the "Effective Time"), WES and the other parties thereto consummated the transactions contemplated by the Contribution Agreement and Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 7, 2018, by and among WES, WES GP, WGP, WGP GP, Anadarko, Anadarko E&P Onshore LLC, Clarity Merger Sub, LLC and certain other affiliates of Anadarko and WES. Immediately prior to the Effective Time and as contemplated by the Merger Agreement, (i) affiliates of Anadarko contributed certain midstream assets to subsidiaries of WES in exchange for cash and 45,760,201 WES common units (the "Contribution"); (ii) all outstanding Class C Units were converted into WES common units on a one-for-one basis (the "Class C Unit Conversion"); and (iv) the incentive distribution rights ("IDRs") and 2,583,068 general partner units of WES held by WES GP were converted into 105,624,704 WES common units and a non-economic general partner interest in WES (the "IDR Conversion").
- Upon the Effective Time and as contemplated by the Merger Agreement, (i) 39,384,917 of the 45,760,201 WES common units received as part of the Contribution were converted into WGP common units at a ratio of 1.406 WGP common units for every on WES Common Unit, (ii) all 14,681,388 WES common units issued as part of the Class C Conversion, as well as all other WES common units held by AMH and KWC, were converted into WGP common units at a ratio of 1.525 WGP common units for every WES common unit, (iii) WES common units held by WGP, including the units issued in the IDR Conversion and the remaining units issued as part of the Contribution, continued outstanding as privately held limited partner interests in WES.
- (Continued from Footnote 4) Also following the Effective Time, (i) WES common units, which traded on the New York Stock Exchange ("NYSE") under the symbol "WES" through February 27, 2019, were delisted from the NYSE and ceased trading and (ii) WGP common units, which previously traded on the NYSE under the symbol "WGP" through February 27, 2019, began trading under the symbol "WES" on the NYSE beginning on February 28, 2019.

Signatures

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation	03/04/2019
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.	03/04/2019
/s/ Philip H. Peacock, Senior Vice President, General Counsel and Corporate Secretary of the general Partner of Western Gas Equity Partners, LP	03/04/2019
/s/ Philip H. Peacock, Senior Vice President, General Counsel and Corporate Secretary Western Gas Equity Holdings, LLC	03/04/2019
/s/ Philip H. Peacock, Authorized Signatory for Kerr-McGee Worldwide Corporation	03/04/2019
/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC	03/04/2019
** 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.