

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2017-03-01** | Period of Report: **2017-02-28**

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

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

APC Midstream Holdings, LLC

CIK: [1601306](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **17655127**

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

Kerr-McGee Worldwide Corp

CIK: [1699285](#)
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **17655128**

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

Western Gas Equity Holdings, LLC

CIK: [1563544](#) | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **17655129**

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

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.: **17655130**
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

ANADARKO PETROLEUM CORP

CIK: [773910](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **17655132**
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.: **17655131**
SIC: **4924** Natural gas distribution

Mailing Address
1099 18TH STREET, SUITE
1200
DENVER CO 80202-1955

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

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) 1201 LAKE ROBBINS DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017	
(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								52,143,426	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					
						(A) (D)			Title 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 DRIVE 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		
Kerr-McGee Worldwide Corp 1201 LAKEROBBIINS DR. THE WOODLANDS, TX 77380		X		
APC Midstream Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		

Explanation of Responses:

- As of February 28, 2017, (i) WGP owns 50,132,046 WES common units and 100% of the membership interests in WES's general partner, Western Gas Holdings, LLC, and AMH owns 1,562,251 WES common units and 12,537,100 Class C units, (ii) Western Gas Resources, Inc. ("WGR") owns (A) all of the membership interests of Western Gas Equity Holdings, LLC ("WGP GP"), the general partner of WGP, (B) 78% 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") 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, and WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by AMH.
- On February 28, 2017, Anadarko Marcellus Midstream, L.L.C. distributed its 449,129 WES common units to its parent, Kerr-McGee Worldwide Corporation ("KWC"). As of February 28, 2017, (i) KWC owns 449,129 WES common units, (ii) Kerr-McGee Corporation ("KMG") and Anadarko Holding Company ("AHC") together own in aggregate 100% of KWC, and (iii) Anadarko owns 100% of KMG and AHC. Accordingly, AHC, KMG and Anadarko may be deemed to be indirect beneficial owners of any securities held by KWC.

Signatures

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation	03/01/2017
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.	03/01/2017
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP	03/01/2017
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC	03/01/2017
/s/ Philip H. Peacock, Authorized Signatory for Kerr-McGee Worldwide Corporation	03/01/2017
/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC	03/01/2017
** 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.