

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2014-03-04** | Period of Report: **2014-03-03**

SEC Accession No. [0001209191-14-016514](#)

([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.: **14664775**

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 Incorp.: **UT** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **14664776**

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

#### 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.: **14664777**

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.: **14664779**

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.: **14664780**  
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

Mailing Address	Business Address
1201 LAKE ROBBINS DR.	1201 LAKE ROBBINS DRIVE

CIK:**773910** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-34046** | Film No.: **14664782**  
SIC: **1311** Crude petroleum & natural gas

*THE WOODLANDS TX 77380 THE WOODLANDS TX  
77380-1046  
832-636-1000*

## **ANADARKO MARCELLUS MIDSTREAM, L.L.C.**

CIK:**1571011** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-34046** | Film No.: **14664778**

Mailing Address	Business Address
<i>1201 LAKE ROBBINS DRIVE</i>	<i>1201 LAKE ROBBINS DRIVE</i>
<i>THE WOODLANDS TX 77380</i>	<i>THE WOODLANDS TX 77380</i>
	<i>832-636-1000</i>

## **WESTERN GAS RESOURCES INC**

CIK:**856716** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-34046** | Film No.: **14664781**  
SIC: **4924** Natural gas distribution

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

**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 <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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) <b>1201 LAKE ROBBINS DR.</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>03/03/2014</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) <input type="checkbox"/> 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	03/03/2014		P		308,490	A	\$60.78 <sup>(1)</sup>	50,053,824 <sup>(1) (2) (3)</sup>	I	See footnotes <sup>(1) (2) (3)</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
--------------------------------	---------------

	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		
<a href="#">ANADARKO MARCELLUS MIDSTREAM, L.L.C.</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
<a href="#">Anadarko E&amp;P Onshore LLC</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
<a href="#">ANADARKO HOLDING Co</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
<a href="#">APC Midstream Holdings, LLC</a> 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		

#### Explanation of Responses:

1. On March 3, 2014, as partial consideration for an acquisition of assets from Anadarko Petroleum Corporation ("Anadarko"), Western Gas Partners, LP ("WES") issued 308,490 common units to an indirect wholly owned subsidiary of Anadarko, APC Midstream Holdings, LLC ("AMH"), at \$60.78 per unit, pursuant to a Contribution Agreement dated as of February 27, 2014.
2. As of March 3, 2014, (i) WGP owns 49,296,205 WES common units and 100% of the membership interests in WES's general partner, Western Gas Holdings, LLC, and AMH owns 308,490 WES common 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) 91% 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 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.
3. As of March 3, 2014, (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

<a href="#">/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Authorized Signatory for Anadarko Marcellus Midstream, L.L.C.</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Authorized Signatory for Anadarko E&amp;P Onshore LLC</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Authorized Signatory for Anadarko Holding Company</a>	<a href="#">03/04/2014</a>
<a href="#">/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC</a>	<a href="#">03/04/2014</a>
** 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.**