

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2012-12-06**
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REPORTING OWNER

Sinclair Donald R.

CIK: **1473676**

Type: **4/A** | Act: **34** | File No.: **001-35753** | Film No.: **13528481**

Mailing Address

*ANADARKO PETROLEUM
CORPORATION
1201 LAKE ROBBINS DRIVE
THE WOODLANDS TX 77380*

ISSUER

Western Gas Equity Partners, LP

CIK: **1423902** | IRS No.: **261075656** | State of Incorpor.: **DE** | Fiscal Year End: **1231**

Mailing Address

*1201 LAKE ROBBINS DRIVE
THE WOODLANDS TX
77380-7046*

Business Address

*1201 LAKE ROBBINS DRIVE
THE WOODLANDS TX
77380-7046
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 Sinclair Donald R.			2. Issuer Name and Ticker or Trading Symbol Western Gas Equity Partners, LP [WGP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2012					
ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 12/10/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
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	12/06/2012		<u>P</u>	(<u>L</u>)	239,500	A	\$22	239,500	D	
Common Units representing limited partner interests	12/06/2012		<u>P</u>	(<u>L</u>)	45,500	A	\$22	45,500	I	By Partnership
Common Units representing limited partner interests	12/06/2012		<u>P</u>	(<u>L</u>)	15,000	A	\$22	15,000	I	By Trust

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)					

Explanation of Responses:

1. The reporting person purchased the securities listed above through the Direct Unit Program conducted in connection with the Issuer's initial public offering.

Signatures

Linda Mansker by power of atty. for Donald R. Sinclair

** Signature of Reporting Person

01/14/2013

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.