

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2014-11-25** | Period of Report: **2014-11-25**

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

ISSUER

Western Gas Partners LP

CIK: [1414475](#) | IRS No.: **261075808** | State of Incorporation: **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 Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **141250727**

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.: **141250730**

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.: **141250731**

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 Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **141250732**
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 Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-34046](#) | Film No.: **141250734**
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.: **141250733**
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

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.: **141250729**

Mailing Address
1201 LAKE ROBBINS DRIVE
THE WOODLANDS TX 77380

Business Address
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.: **141250728**

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

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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) 11/25/2014			
1201 LAKE ROBBINS DR.						
(Street)			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	
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								50,053,824 ⁽²⁾ ⁽³⁾	I	See footnotes ⁽²⁾ ⁽³⁾

**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	\$ 0	11/25/2014		P		10,913,853		⁽¹⁾	⁽¹⁾	Common units representing limited partner interests	10,913,853 ⁽¹⁾ ⁽²⁾	\$68.72	10,913,853	I	See footnotes ⁽¹⁾ ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		
APC Midstream Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		

Explanation of Responses:

- On November 25, 2014, Western Gas Partners, LP ("WES") issued 10,913,853 Class C units to APC Midstream Holdings, LLC ("AMH") at a price of \$68.72 per unit. The Class C units will receive distributions in the form of additional Class C units until the end of 2017 (unless earlier converted), and will be disregarded with respect to calculating the WES's cash distributions until they are converted to common units. The Class C units will convert into common units on a one-for-one basis on December 31, 2017, unless WES elects to convert such units earlier or AMH extends the conversion date.
- As of November 25, 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 and 10,913,853 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) 88.3% 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.
- As of November 25, 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

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation	11/25/2014
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.	11/25/2014
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP	11/25/2014
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC	11/25/2014
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Marcellus Midstream, L.L.C.	11/25/2014
/s/ Philip H. Peacock, Authorized Signatory for Anadarko E&P Onshore LLC	11/25/2014
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Holding Company	11/25/2014
/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC	11/25/2014
** 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.