

WESTERN GAS RESOURCES INC
 Form 3
 June 29, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
ANADARKO PETROLEUM CORP		(Month/Day/Year) 06/22/2006	WESTERN GAS RESOURCES INC [WGR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1201 LAKE ROBBINS DR.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
THE WOODLANDS, TX 77380			<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 ⁽¹⁾	I ⁽¹⁾	See Footnote (1 & 2) ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Edgar Filing: WESTERN GAS RESOURCES INC - Form 3

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANADARKO PETROLEUM CORP 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380	Â	Â X	Â	Â

Signatures

/s/ Charlene A. Ripley, Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer

06/29/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) This Form 3 is being filed as a result of certain Voting Agreements covering 13,900,602 shares (the "Shares") of common stock of Western Gas Resources, Inc. ("Western Gas") entered into on June 22, 2006 between Anadarko Petroleum Corporation ("Anadarko") and each of Dean Phillips, Bill M. Sanderson and Mabeth Sanderson, Cedar Assets Trust, James A. Senty, Roswitha Stonehocker, Walter L. Stonehocker, Brion Wise, Jason F. Chandler, and Peter A. Dea as part of a proposed acquisition of Western Gas by Anadarko. The Shares include 749,464 shares that are issuable upon the exercise of outstanding stock options that are exercisable within 60 days of the date of the Voting Agreements.

(2) For additional information regarding the Voting Agreements and the acquisition of Western Gas by Anadarko, see the Schedule 13D filed by Anadarko with the Securities and Exchange Commission on June 29, 2006. Anadarko expressly disclaims any beneficial ownership of the Shares. Anadarko has no "pecuniary interest" in the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.