

Western Gas Partners LP
Form 4
November 13, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANADARKO PETROLEUM CORP

(Last) (First) (Middle)

1201 LAKE ROBBINS DRIVE

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Western Gas Partners LP [WES]

3. Date of Earliest Transaction
(Month/Day/Year)

02/12/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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)
Common Units representing limited partner interests				Code V Amount (D) Price	50,053,824 (2) (3)	I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class C units representing limited partner interests	\$ 0	02/12/2015		J		45,711		<u>(1)</u>	<u>(1)</u>	Common units representing limited partner interests	45,711
Class C units representing limited partner interests	\$ 0	05/13/2015		J		118,230		<u>(1)</u>	<u>(1)</u>	Common units representing limited partner interests	118,230
Class C units representing limited partner interests	\$ 0	08/12/2015		J		153,020		<u>(1)</u>	<u>(1)</u>	Common units representing limited partner interests	153,020
Class C units representing limited partner interests	\$ 0	11/12/2015		J		181,048		<u>(1)</u>	<u>(1)</u>	Common units representing limited partner interests	181,048

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		

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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

Signatures

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc. __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Marcellus Midstream, L.L.C. __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Authorized Signatory for Anadarko E&P Onshore LLC __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Holding Company __Signature of Reporting Person		11/13/2015 Date
/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC __Signature of Reporting Person		11/13/2015 Date

Explanation of Responses:

- * 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).
- (1)

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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 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 above transactions represent all of the quarterly distributions of Class C Units to AMH since November 25, 2015. 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.

- (2) As of November 12, 2015, (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 11,411,862 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.

- (3) As of November 12, 2015, (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.

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

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