

Western Gas Partners LP
Form 4
December 12, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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)

(Last) (First) (Middle)
1201 LAKE ROBBINS DR.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2012

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

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 | 12/12/2012 | | P | V | \$ 46,722,966 (1) (2) | A | See footnotes (1) (2) |

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

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SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | | |

Signatures

/s/ Amanda M. McMillian, Deputy General Counsel and Corporate Secretary of Anadarko Petroleum Corporation 12/12/2012
__Signature of Reporting Person Date

/s/ Amanda M. McMillian, Vice President and Corporate Secretary of Western Gas Resources, Inc. 12/12/2012
__Signature of Reporting Person Date

/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of the general partner of Western Gas Equity Partners, LP 12/12/2012
__Signature of Reporting Person Date

12/12/2012

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/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC

__Signature of Reporting Person

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) On December 12, 2012, in connection with the closing of the initial public offering of common units representing limited partner interests in Western Gas Equity Partners, LP ("WGP"), Western Gas Partners, LP issued 8,722,966 common units to WGP and 178,019 general partner units to Western Gas Holdings, LLC, each at \$46.00 per unit, pursuant to a Unit Purchase Agreement dated as of the date of closing.

Effective September 12, 2012, WGR Holdings, LLC was converted into Western Gas Equity Partners, LP, a Delaware limited partnership. As of December 12, 2012, (i) WGP owns 100% of the membership interests in Western Gas Holdings, LLC, (ii) Western Gas Resources, Inc. ("WGR") owns (X) all of the membership interests of Western Gas Equity Holdings, LLC ("WGP GP"), the general partner of WGP, and (Y) 92% of the issued and outstanding limited partner interests in WGP, (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.

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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