

Western Gas Equity Partners, LP
 Form 3
 December 06, 2012

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

OMB APPROVAL

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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	
Â ANADARKO PETROLEUM CORP		(Month/Day/Year)	Western Gas Equity Partners, LP [WGP]	
(Last)	(First)	12/06/2012		
1201 LAKE ROBBINS DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
THE WOODLANDS,Â TXÂ 77380			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

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 units representing limited partner interests	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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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	^	^

Signatures

/s/ Anadarko Petroleum Corporation by Philip H. Peacock, as Attorney-in-Fact 12/06/2012

**Signature of Reporting Person Date

/s/ Western Gas Resources, Inc. by Philip H. Peacock, as Attorney-in-Fact 12/06/2012

**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).
- This Form 3 is being filed in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-184763). As of December 6, 2012, Western Gas Resources, Inc. ("WGR") owns all of the issued and outstanding limited partner interests in Western Gas Equity Partners, LP ("Issuer") and Anadarko Petroleum Corporation ("Anadarko") owns all of the issued and outstanding shares of WGR. Accordingly, Anadarko may be deemed to be an indirect beneficial owner of any securities held by WGR.
- (1) In connection with the closing of the Issuer's initial public offering ("Offering"), all of the previously issued and outstanding limited partner interests of the Issuer held by WGR will be exchanged for newly-issued common units representing limited partner interests of the Issuer ("Common Units").
 - (2) In connection with the Offering, the Issuer will grant to the underwriters a 30-day over-allotment option to purchase additional Common Units, which will be issued to the underwriters upon any exercise of such option. If the option is exercised in full, the Issuer will also issue additional Common Units to WGR.
 - (3)

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Remarks:

- Exhibit List:
- Exhibit 24.1 - WGR Power of Attorney (CE)
 - Exhibit 24.2 - Anadarko Power of Attorney (CE)

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.