

Western Gas Partners LP
Form 4
March 16, 2016

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)

03/14/2016

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)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	03/14/2016		P		1,253,761	A	\$ 29.91	51,307,585	I	See footnotes (1) (2) (3)
Common Units representing limited partner interests	03/14/2016		P		835,841	A	\$ 29.91	52,143,426	I	See footnotes (1) (2) (3)

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

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(9-02)

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 Beneficially Owned Following Report Transaction (Instr. 10)
				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 DRIVE 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
APC Midstream Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380	X

Signatures

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation	03/16/2016
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.	03/16/2016
__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	03/16/2016
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Vice President, General Counsel and Corporate Secretary of Western Gas Equity Holdings, LLC	03/16/2016
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Authorized Signatory for Anadarko Marcellus Midstream, L.L.C.	03/16/2016
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC	03/16/2016
__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).

On March 14, 2016, as partial consideration for an acquisition of assets from Anadarko Petroleum Corporation ("Anadarko"), Western Gas Partners, LP ("WES") issued 1,253,761 common units to an indirect wholly owned subsidiary of Anadarko, APC Midstream Holdings, LLC ("AMH"), at \$29.91 per unit, pursuant to a Contribution Agreement dated as of February 24, 2016. Separately, Western Gas Partners, LP issued 835,841 common units to Western Gas Equity Partners, LP at \$29.91 per unit, pursuant to a Common Unit Purchase Agreement dated February 24, 2016.

(1) As of March 14, 2016, (i) WGP owns 50,132,046 WES common units and 100% of the membership interests in WES's general partner, Western Gas Holdings, LLC, and AMH owns 1,562,251 WES common units and 11,735,446 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) 87.3% 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.

(2) As of March 14, 2016, (i) AMM owns 449,129 WES common units, (ii) Kerr-McGee Worldwide Corporation ("KWC") owns 100% of the membership interests in AMM, (iii) Kerr-McGee Corporation ("KMG") owns 100% of KWC, and (iv) Anadarko owns 100% of KMG. Accordingly, KWC, KMG 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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