

Western Gas Partners LP
Form 4
January 17, 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)
01/13/2012

___ Director ___X___ 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
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 Ownership (Instr. 4)
Common Units representing limited partner interests	01/13/2012		P	632,783 A <u>(1)</u>	40,422,004 <u>(1)</u> <u>(2)</u>	I	See footnotes <u>(1)</u> <u>(2)</u>

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 Transaction (Instr. 5)
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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		
WGR Holdings LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		

Signatures

/s/ David L. Siddall, Vice President, Deputy General Counsel and Corporate Secretary of Anadarko Petroleum Corporation 01/16/2012
 __Signature of Reporting Person Date

/s/ David L. Siddall, Vice President and Corporate Secretary of Western Gas Resources, Inc. 01/16/2012
 __Signature of Reporting Person Date

/s/ David L. Siddall, Vice President and Secretary of WGR Holdings, LLC 01/16/2012
 __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 January 13, 2012, in connection with the closing of the transactions contemplated by the Contribution Agreement (the "Contribution Agreement"), dated December 15, 2011, among Western Gas Resources, Inc. ("WGR"), WGR Asset Holding Company LLC, WGR Holdings, LLC ("WGR Holdings"), Western Gas Holdings, LLC (the "General Partner"), WES GP, Inc., Western Gas Partners, LP (the

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"Partnership"), Western Gas Operating, LLC and WGR Operating, LP, the Partnership acquired Mountain Gas Resources LLC for aggregate consideration of approximately \$483 million. The consideration consisted of \$458,586,850 in cash, 632,783 common units of the Partnership issued to WGR Holdings and 12,914 general partner units of the Partnership issued to the General Partner.

- (2) As of January 13, 2012, (i) WGR Holdings owns 99% of the membership interests in the General Partner, (ii) WGR owns all of the membership interests of WGR Holdings and (iii) Anadarko Petroleum Corporation ("Anadarko") owns all of the issued and outstanding shares of common stock of WGR. Accordingly, WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by WGR Holdings.

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.